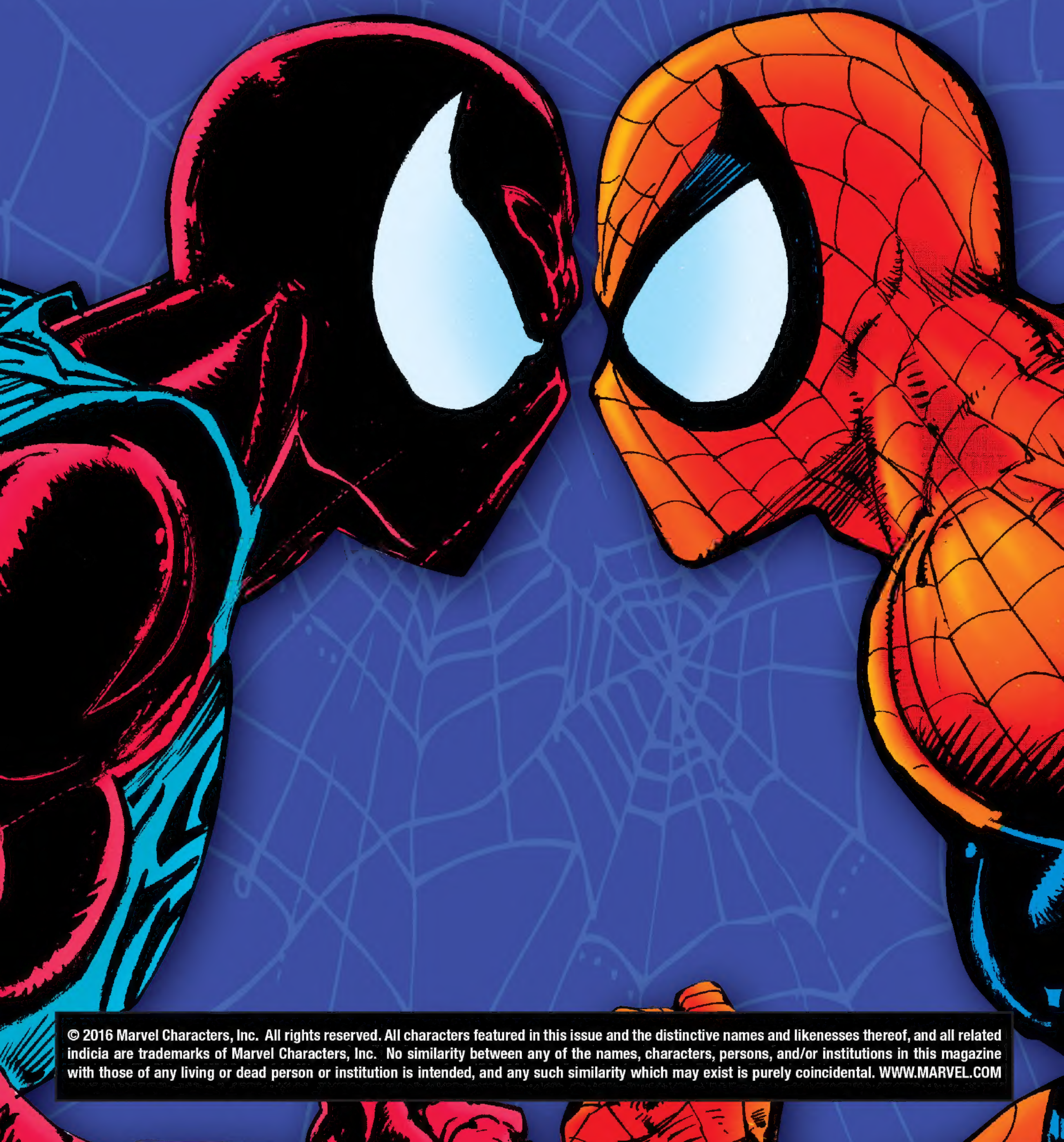
MARVEL

the AMAZING SPIDER-MAN®

THE COMPLETE CLONE SAGA EPIC

the AMAZING SPIDER-MAN

THE COMPLETE CLONE SAGA EPIC



© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

the AMAZING SPIDER-MAN

THE COMPLETE CLONE SAGA EPIC BOOK 4

WRITERS
Tom DeFalco, J.M. DeMatteis, Todd DeZago, Terry Kavanagh, Mike Lackey, Tom Lyle, Howard Mackie & Evan Skolnick

PENCILERS
Mark Bagley, Michael Bair, Eliot Brown, Robert Brown, Mark Buckingham, Roy Burdine, Sal Buscema, Steven Butler, Guy Dorian, Dan Lawlis, Ron Lim, Tom Lyle, Pat Olliffe, George Pérez, Jordan Raskin, Roger Robinson, Joe St. Pierre, Liam Sharp, Tod Smith & Patrick Zircher

INKERS
Jeff Albrecht, Jim Amash, Michael Bair, Mark Buckingham, Roy Burdine, Sam DeLaRosa, Randy Emberlin, Mark Farmer, Scott Hanna, Don Hudson, Chris Ivy, Scott Koblish, Larry Mahlstedt, Al Milgrom, Jimmy Palmiotti, Andrew Pepoy, George Pérez, Jordan Raskin, Roger Robinson, Joe Rubinstein, Liam Sharp, Bill Sienkiewicz & Cam Smith

COLORISTS
John Kalisz, Malibu, Bob Sharen, Joe Rosas, Tom Smith, Kevin Tinsley, Wolfpack with Foodhammer! and Salvador Mancha, Gregory Wright & Nel Yomtov

LETTERERS
Jonathan Babcock, Janice Chiang, John Costanza, Dan Crespi, Susan Crespi, Steve Dutro, Loretta Krol, Ken Lopez, Jim Novak, Bill Oakley, Clem Robins, Sam Rosen, Dave Sharpe and Richard Starkings & Comicraft

EDITORS
Mark Bernardo, Tom Brevoort, Eric Fein, Danny Fingeroth & Glenn Greenberg

WITH THANKS TO
Steve Ditko, Andy Jozesowicz & Stan Lee

Front Cover Artists: Mark Bagley & Larry Mahlstedt
Front Cover Colorist: Chris Sotomayor

Collection Editor: Mike O'Sullivan
Editorial Assistants: James Emmett & Joe Hochstein
Assistant Editors: Alex Starbuck & Nelson Ribeiro
Editors, Special Projects: Mark D. Beazley & Jennifer Grünwald
Senior Editor, Special Projects: Jeff Youngquist
Senior Vice President of Sales: David Gabriel
Research: Jeph York
Production: ColorTek
Book Designer: Arlene So

Digital Manager/Production: Tim Smith 3
Digital Production: Kou Chen & Meghan O'Leary
Editor In Chief: Joe Quesada
Publisher: Dan Buckley
Executive Producer: Alan Fine

MARVEL COMICS

GIANT-SIZED EXTRAVAGANZA!

WEB OF SPIDER-MAN®

$3.95 US
$5.55 CAN/UK £2.75
125
JUN
CC 02527
APPROVED BY THE COMICS CODE AUTHORITY

BONUS:

3D LIVE ACTION SCARLET SPIDER® HOLODISK

GWEN AND PETER: TOGETHER AGAIN!

STEVEN 94

THE DAILY BUGLE MORGUE...

THIS IS WHAT'S BECOME OF PETER PARKER.

FOR LACK OF A BETTER DISGUISE, HE NOW WEARS THE COSTUME OF HIS CLONE, BEN REILLY, THE SO-CALLED SCARLET SPIDER--

--A CHANGE NECESSITATED BY THE FACT THAT REILLY VOLUNTEERED TO TAKE PETER'S PLACE IN PRISON--*

*SEE SPEC. SPIDEY #224 FOR DETAILS. --ERIC

--ALLOWING PETER THE CHANCE TO CLEAR HIMSELF.

AND WHAT BETTER PLACE TO START THAN HERE, AMONG THE PAST'S MANY CLUES?

TEK

BEST TO START AT THE BEGINNING.

THE JACKAL'S OBVIOUSLY BEEN PULLING ALL OUR STRINGS FOR A LOT LONGER THAN ANY OF US KNEW--

--THE CLONING... THE COMPLEX MEMORY-SEEDING... LORD KNOWS WHAT ELSE--

SEARCHING:

JACKAL; PROF. MILES WARREN; BEN REILLY

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

-- BUT THERE'S NOTHING NEW HERE SO FAR.

JUST REAMS OF SCIENCE ARTICLES ABOUT PROFESSOR WARREN -- BEFORE HE WENT TOTALLY OVER THE EDGE --

SUCH SIMPLER DAYS AT OLD E.S.U. ...

UNTIL.

IN BY
R-MAN

FES

GOBLIN/SPIDER-MAN FIGHT LEADS TO DEATH!

"LOSING SWEET GWEN WOULD HAVE BROKEN ME THEN..."

"...IF NOT FOR ONE WILD ANGEL OF MERCY NAMED MARY JANE WATSON."

BUT IT DID BREAK THE PROF. GWEN STACY HAD SOMEHOW BECOME SOMETHING MORE THAN HIS FAVORED STUDENT -- AT LEAST IN HIS OWN MIND --

-- AND LOCKED AWAY IN HIS OWN LONELY LAB, WITH NO ONE TO HELP PICK UP THE PIECES...

...THE JACKAL'S TWISTED VENDETTA WAS BORN.

HANG ON.

THIS DATE IS YEARS AFTER WARREN'S "DEATH".

WHILE THE JACKAL WAS SUPPOSEDLY REGENERATING IN --

FOUND: DR. MILES WARREN; 110 HICKORY ROAD; RIDGEFIELD VALLEY, NEW JERSEY

LOCAL TEACHER ELOPES

SFKKHGFDGHJKL;'HJ ;LK,MJJNBGFDCFCGHB
FDSZXCVBHNJMKK,;' ;LKJHGBBSDFGCVHBJK
GVBHNM, ?;.LK,JMGBFCDGHJKL;'.

SPIDER SENSE BLARING A WARNING...

"...SOMEONE'S COMING."

YO, UNC--!

--AND SYMPATHETIC ENOUGH TO LEND ME ANOTHER COUPLE O' BUCKS FOR ANOTHER BOOOOORING WEEKEND--

--BUT HE RARELY USES THE WINDOW...

KNOW I HEARD SOMEONE IN HERE A SECOND AGO.

FIGURED NO ONE BUT MY UNCLE COULD POSSIBLY BE PATHETIC ENOUGH TO BE WORKING THIS HOUR OF NIGHT--

NO TIME TO MAKE NEW FRIENDS NOW...

Stan Lee PROUDLY PRESENTS

THE 125TH ISSUE OF WEB OF SPIDER-MAN

LIVES UNLIVED

DAILY BUGLE

THWIP

...I'M OUT OF THIS TOWN!

TERRY KAVANAGH
WRITER
STEVEN BUTLER
BREAKDOWNS
RANDY EMBERLIN
FINISHES
DUTRO & CHIANG
LETTERERS
KEVIN TINSLEY
COLORIST
ERIC FEIN
EDITOR
DANNY FINGEROTH
GROUP EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF

RYKER'S ISLAND PENITENTIARY.

GLEAMING AND GLITTERING THROUGH A LATE EVENING MIST, THE CITY OF NEW YORK BECKONS SEDUCTIVELY FROM ACROSS THE RIVER.

THEIR PROMISE SEEMS BUT EMPTY MOCKERY...

...TO THE LONE AND LONELY BEN REILLY...

...A.K.A. "PETER PARKER", HOMICIDE SUSPECT.

SINCE I'VE COME BACK, PETER'S BEEN WRONGLY ACCUSED OF FIRST-DEGREE MURDER, MARY JANE'S BEEN STALKED BY THE COLD-BLOODED KAINE...

STAYED ON THE ROAD, IN THE SHADOWS, FOR SO MANY LONG YEARS-- MADE SO MANY SACRIFICES--

--HOW COULD I LET THIS HAPPEN NOW?

I'VE SHATTERED THE PARKERS' ENTIRE WORLD.

ALL FOR NOTHING.

ON TOP OF ALL THAT, I COULDN'T BE IN THE ROOM WHEN AUNT MAY DIED.*

THERE'S NO ONE LEFT OUT THERE FOR ME NOW...

*IN THE GROUNDBREAKING AMAZING #400.-- ERIC

"...AND I'M RIGHT BACK WHERE I BELONG.

"A HOLE IN THE WALL, ON THE OUTSIDE LOOKING IN.

NEWS WEEKLY

"HIDDEN AMONG THE REST OF SOCIETY'S OUTCASTS AND BOTTOM-DWELLERS, HARDENED AND HOPELESS...

"...THE PEOPLE I KNOW BEST.

PIG

758

"PETER WAS FALSELY-ARRESTED ON THE EVIDENCE OF MY FINGERPRINTS, SO OUR SECRET SWITCH IS MORE THAN JUSTIFIED.

"PARKER HAS REAL FAMILY AND FRIENDS ON THE OUTSIDE WHO NEED HIM...

"...NOW MORE THAN EVER."

TALK ABOUT GOING NOWHERE FAST...!

THIS SLIM LEAD MIGHT NOT DO MUCH TO HELP REILLY--OR HURT THE JACKAL, FOR THAT MATTER--

--BUT IT'S ALL WE'VE GOT!

SUBURBIA, U.S.A....

RIDGEFIELD VALLEY
NEW JERSEY
TRAIN STATION

HEARTLAND RAILWAYS

3001

...JUST LIKE I PICTURED IT.

WHITE PICKET FENCES, SMOKING CHIMNEYS, SPRAWLING YARDS-- FRONT AND BACK-- *WITH* GENUINE GRASS...

...SURPRISINGLY CHARMING, ACTUALLY.

AND SPIDER-MAN SOON FINDS HIMSELF WONDERING...

IF HE HAD FOLLOWED A DIFFERENT PATH, LOVED A DIFFERENT WOMAN--ANY WOMAN OTHER THAN THE OH-SO-COSMOPOLITAN AND EVER-METROPOLITAN MARY JANE, IN FACT--

--MIGHT HE HAVE SETTLED DOWN SOMEWHERE LIKE THIS BY NOW?

IF LIFE HAD STAYED SIMPLER FROM THE BEGINNING. IF TRAGEDY HADN'T STOLEN HIS FIRST TRUE LOVE...

THIS IS IT-- 110 HICKORY--

110 HICKORY Rd.

--HEARTH AND HOME OF ONE PROFESSOR WARREN MILES.

SEEN SCARIER SUPER-VILLAIN LAIRS IN MY DAY...

FLOWERS IN THE GARDEN, FRESH COAT OF PAINT ON THE HOUSE, AND TWO CARS IN THE DRIVEWAY...

...SO WHAT'S IN THE TWO-CAR GARAGE?

HARDLY WARRANTS A FULL-SCALE INVASION OF THE RESIDENCE ITSELF, BUT MAYBE IT'S WORTH A CLOSER--

WHOA!

SPIDER-SENSE SAYS, "LOOK...

THWIP

"...DON'T TOUCH!"

THE GARAGE ROOF IS ELEC-TRIFIED!

PONG

KRZZK

OKAAAY.

THAT TELLS ME A LITTLE MORE...

KRZZK

STATE-OF-THE-ART SECURITY SYSTEM LIKE THIS--

--PRESSURE-SENSITIVE EXTERIOR, ELECTRIFIED ON CONTACT--

--MUST BE PROTECTING SOMETHING PRETTY SPECIAL...

...OR HIDING SOMETHING AWFULLY SINISTER.

A GARAGE LAB--?!

WAY BEYOND THE NEEDS--AND MEANS--OF YOUR AVERAGE EDUCATOR...

...AND ENOUGH TO JUSTIFY GOING *FURTHER* INTO THE ACTUAL HOUSEHOLD.

POK

NO SURPRISES HERE.

HOME SWEET HOME

COUPLE OF DINNER DISHES IN THE DRIPPING SINK, SOFT HUM OF A REFRIGERATOR, AND THE FAINT ODOR OF STALE COFFEE AND-- AND--

--HOME-MADE BANANA BREAD...

REMINDS ME OF AUNT MAY'S KITCHEN ON ANY SPRING NIGHT...

...BUT EVERYTHING COMFORTABLE AND WARM BRINGS BACK MEMORIES OF MAY NOW.

MJ COULDN'T LIVE IN THIS PLACE-- THIS TOWN, OR THIS "WORLD"--IN A MILLION YEARS...

...BUT IT'S THE LIFESTYLE I GREW UP IN.

EXPECTED--ASSUMED, I GUESS--FOR MY CHILDREN SOMEDAY...

...PROBABLY EVEN FOR MYSELF AGAIN.

--ALMOST AS IF I RECOGNIZE...

WHOLE ATMOSPHERE IS SO HAUNTINGLY FAMILIAR--STIRRING ALL THESE FEELINGS I CAN'T QUITE IDENTIFY--

MAYBE IT'S THE CAST OF HER SHADOW ON THE WALL, MAYBE IT'S SOMETHING LESS--OR FAR, FAR MORE--BUT HE KNOWS BEFORE HE TURNS.

SOMEHOW KNOWS BEYOND ANY DOUBT...

...GWEN STACY LIVES.

AND DREAMS NEVER DIE.

WHO...?

HER VOICE CONFIRMS HIS VISION.

EVEN THE CONTROLLED TREMBLE OF YOUR HANDS, THE FRIGHT HIDDEN IN HER EYES --DESPITE HER POSTURE OF DEFIANCE --EVERY SUBTLE GESTURE AND NUANCE...

...CONFIRMS THE REALITY.

THIS IS A WOMAN WHO COULD NEVER, EVER HARM PETER PARKER.

GWEN...

FOR ONE TRULY TIMELESS MOMENT, THE SPIDER SEES ONLY HER FLOWING SILVER HAIR...

...EVOKING THE BITTERSWEET TASTE OF HER LIPS, AND THE SUPPLE FEEL OF HER SKIN.

AND THE MAN BENEATH THE MASK IS ALL TOO AWARE OF AN ELUSIVE SCENT LOST UNTIL NOW.

NOOO!

FOR ONE TRULY TIMELESS MOMENT...

YEARGH!

TZZT

...ALL HIS DEFENSES ARE DOWN.

MY MODIFIED TASER DID THE TRICK!

I'LL LOAD THE CAR WHILE YOU FINISH PACKING, GWEN...

...WE'RE DONE HERE!

IT'S HIM, WARREN-- REALLY HIM--

--THE FACE OF MY NIGHT-MARES...

PARK AVENUE...

MARYJANE WATSON-PARKER HAS COME TO FELICIA HARDY FOR HELP.

DESPITE THEIR DIFFERENCES--WHICH ARE FAR FEWER THAN EITHER WOULD EVER CARE TO ADMIT--

--BOTH SHARE A RARE AND INTIMATE KNOWLEDGE OF PETER PARKER'S DOUBLE LIFE AS SPIDER-MAN.

...MY BABY'S HEALTH COULD BE IMPERILED BY *IRRADIATED* BLOOD.

AND YOU'RE SURE YOU *TRUST* THIS *DR. TRAINER* CHARACTER, MJ?

I DON'T HAVE ANY CHOICE.

AUNT MAY'S DEAD. BEN'S IN JAIL FOR PETER--

WHICH EXPLAINS *MY* VISIT TO THE TWILIGHT ZONE EARLIER.*

*SPIDER-MAN UNLIMITED #9.--ERIC

AND PETER...

...PETER'S JUST GONE.

HEY, *HEY!* RED.

I'M HERE RIGHT NOW.

I *KNOW* THAT, FELICIA...

...AND I *APPRECIATE* THE SOUNDING-BOARD, REALLY, BUT--

BUT NOW YOU'RE READY TO TALK IT OUT WITH YOUR *HUBBY*, RIGHT...?

SAY NO MORE, MJ...

...THE *BLACK CAT* ALWAYS GETS HER MAN!

GOOD LUCK, CAT.

WHEN-- IF-- YOU DO FIND HIM...

POING!

"...I JUST HOPE PETER'S STRONG ENOUGH FOR ALL OF US."

UHNN

ALIVE. BUT WHY?

WHY DIDN'T WARREN KILL ME WHEN HE HAD THE CHANCE?

AND WHAT'S HE DONE WITH "GWEN"...?

I SAW HER DIE-- HELD HER COLD BODY IN MY ARMS, STARED INTO HER EMPTY EYES-- YEARS AGO.

AND I FACED HIM AS THE JACKAL JUST LAST WEEK...

"...SO WHO ARE THESE TWO?"

WARREN, DID YOU HAVE TO--

--DO YOU THINK...

IS HE...?

I HAVE EVERY RIGHT TO PROTECT MY FAMILY, GWEN... AND YOU, MORE THAN ANYONE, KNOW HOW DANGEROUS PARKER CAN BE...

...BUT I WOULD HOPE YOU'D ALSO KNOW BY NOW...

...I AM NOT A MURDERER.

OF COURSE NOT...

...BUT YOU'RE SCARED, WARREN. WE'RE BOTH SCARED.

HE REMEMBERS HIS FIRST WIFE... HIS FIRST LIFE, REALLY--

--BEAUTIFUL BLOND MONICA...

WE'RE LEAVING EVERYTHING BEHIND--THE ENTIRE LIFE WE'VE BUILT FOR OURSELVES IN RIDGEFIELD VALLEY...

WE'LL START OVER, GWEN. SOME-PLACE NEW, SOMEPLACE MUCH FARTHER AWAY...

...IT GETS EASIER EVERY TIME.

...AND THE TWO FLAWLESS CHILDREN THAT GREW FROM THEIR BURNING LOVE...

HE ALSO REMEMBERS WHEN THE RESEARCH BEGAN TO CONSUME HIM, AND NEW PASSIONS REPLACED OLD.

HE DOESN'T RECALL THE EXACT DAY MONICA LEFT WITH THE CHILDREN...

...BUT HE'LL NEVER FORGET THE CALL ABOUT THE CAR ACCIDENT.

EVERYTHING ENDED THEN AND THERE, AS IF IT HAD NEVER HAPPENED.

HIS FAMILY-- HIS REAL LIFE--GONE.

IN AN INSTANT. FOREVER.

ONLY HIS TEACHING OFFERED ANY SOLACE AT ALL, BUT IT WASN'T ENOUGH. NOT NEARLY ENOUGH.

UNTIL...

...A PRETTY BLOND STUDENT THAT SHINED LIKE A RAY OF HOPE THROUGH HIS DARKNESS.

CLONES.

CLONES WITH LIVES.

REAL LIVES.

MORE CLONES WITH REAL LIVES...

YORK 125 MI

DON'T CLOSE UP ON ME NOW, WARREN-- PLEASE--

--WE'VE BEEN RUNNING FROM OUR PASTS TOGETHER...

...SINCE WE FIRST MET.

YOU KNOW HOW YOUNG I WAS WHEN MY DAD DIED IN THE LINE OF DUTY. A HERO TO THE END...

...LEAVING A CONFUSED ORPHAN BEHIND.

YOU UNDERSTAND THE PAIN AND GRIEF THAT CUT ME OFF FROM FRIENDS AND LOVED ONES-- ESPECIALLY PETER-- FOR MONTHS AFTER THE FUNERAL...

...UNTIL A GENTLE TEACHER TOOK A SPECIAL INTEREST IN ME WHEN I NEEDED IT MOST.

YOU RECOGNIZED MY VULNERABILITY THEN, WARREN, EVEN SHARED IT-- WITHOUT EVER TRYING TO TAKE ADVANTAGE OF IT--

--AND YOU HAVE TO KNOW HOW IMPORTANT THAT MADE ME FEEL...

"...AT A TIME WHEN I FELT SO POWERLESS..."

"...A SUPER BEING NAMED *DREAMWEAVER* DELUDED ME INTO THINKING I WAS A WOMAN NAMED JOYCE DELANY...

HE *KNOWS.*

KNOWN ALL ALONG THAT HE'S A *CLONE* OF THE ORIGINAL, APPARENTLY. AND HE TRACKED DOWN THE WOMAN I'D COME TO BELIEVE WAS *JOYCE DELANEY...**

*DUE TO THE EVENTS OF *SPECTACULAR SPIDER-MAN ANNUAL #8.* -- ERIC

"SHE THOUGHT IT WAS AN ACT OF MERCY. HOW WRONG SHE WAS. IT WAS A NIGHTMARE--

"--UNTIL YOU FINALLY CAME FOR ME."

*IN "SHINING ARMOR", LATER THIS ISSUE.-- ERIC

" TALK TO ME *NOW*, WARREN...

"...TELL ME WHAT'S GOING ON."

SKRAK

"...JUST AS HER ILLUSIONS WERE CRUMBLING."

WARREN PLEASE-- *PLEASE--*

--I LOVE YOU...

AND I WON'T-- I *CAN'T*--RISK LOSING YOU, GWEN.

SINCE THE DAY I PROVED THAT PETER PARKER IS THE SELFSAME SPIDER-MAN RESPONSIBLE FOR YOUR FATHER'S DEATH--

--WE'VE ALTERED OUR NAMES, RELOCATED, AND SEVERED TIES WITH EVERYONE WE KNEW...

CHEVROLETTE

"...ALL TO ESCAPE THE SPIDER."

NO WAY TO KNOW HOW *MUCH* THIS WARREN TOLD HIS GWEN ABOUT THEIR...UNIQUE ORIGIN.

ALTHOUGH THERE'S PLENTY TO SUGGEST THAT HE HIMSELF WAS AWARE OF EVERY DIRTY DETAIL--INCLUDING THE INEVITABLE *DEGENERATION SYNDROME*--

--AND EVEN SOME INDICATIONS THAT HE WAS WORKING ON A *CURE*...

MAKES ME WONDER WHAT THE *REAL* WARREN COULD HAVE ACCOMPLISHED IF HE HADN'T WASTED HIS GENIUS ON THE JACKAL'S OBSESSIONS.

THWIP

IF HE'D FOUND *ANY* KIND OF SOLID LIFELINE LIKE...

GWEN--!

AND THE SPIDER PURSUES THE CLONES...

...BUT SOMETHING LURKS IN THE SHADOWS FAR BELOW AND BEHIND.

SHINED AND SHARP.

SOMETHING SILENT AND STILL.

SOMETHING HUNGRY...

...FOR ACTION.

THE NIGHT BELONGS TO THE GREEN GOBLIN.

SHROUDED IN THE EVENING SHADE, BUOYED BY ITS BREEZE-- AND SUPRESSING A SNICKER IF NOT A SNEER--

--THE GOBLIN TAKES TO THE HUNT.

DROPPING BACK TO A SAFER DISTANCE--

--DARTING AND DIPPING BELOW THE TREELINE TO AVOID DETECTION--

--HE WATCHES AND WAITS...

...FOR THE OPPORTUNITY TO STRIKE.

ALREADY ZEROING IN ON THE SPIDER-TRACER I PLANTED UNDER THEIR CAR EARLIER...

...AND I'M STILL NOT SURE WHAT TO DO--WHAT TO SAY--EVEN WHEN I CATCH UP TO THEM.

NO ONE'S COMMITTED ANY CRIME PER SE...

Poing

"...BUT WARREN'S A POTENTIAL POWDER-KEG."

OH, MY GOD.

HANG ON--!

MILES, NO...

SKREEE

...WHAT ARE YOU DOING?!

SLOW DOWN--!

KROOM

THWIP

EXTERIOR WEB-BAGS-- PATENT-PENDING, OF COURSE-- MINIMIZE WARREN'S WAKE OF DESTRUCTION.

...BUT THIS DEMOLITION DERBY DETOUR BUYS HIM TIME TO REACH THE--

HA HA HA HA HA

WHAT THE...?!

STOP THE CAR, WARREN-- THE TOLL-GATE'S CLOSED--

--STOP THE CAR!

WE STARTED DOWN THIS ROAD LONG BEFORE YOU REALIZE, GWEN...

LOOK OUT--!

KRAAK

...NOTHING STOPS US NOW!

THE GEORGE WASHINGTON BRIDGE...

...A SURPRISE GAS-GRENADE FROM ABOVE...

PFFT

...SENDS THE ALREADY CAREENING CAR OUT OF CONTROL...

...AND A TRULY, DESPERATE MAN OVER THE EDGE.

NO! I WON'T LOSE YOU AGAIN!

SKRAASH

DESPITE MILES'S BEST EFFORTS, THE CAR CRASHES INTO SIDE OF THE G.W. BRIDGE.

GLOVE C-COMPARTMENT...

COME ON, WARREN...

NO...

SHE IS SNATCHED AWAY FROM HIM IN THE BLINK OF AN EYE.

...GWEN--!

THE NIGHT BECOMES THE GOBLIN.

BUT THE SPIDER CAN'T DENY IT...

ANOTHER BOGEY-MAN FROM SOMEWHERE DEEP IN THE PIT OF HER SOUL--A COLD, CACKLING CREATURE--

HA-HA-HA-HA-HA-HA

--SPRUNG TO LUNATIC LIFE.

DESPITE THE STINGING SMELL OF HIS SMOKE, THE POUNDING SOUND OF HIS ECHOING LAUGHTER AND THE VERY REAL FEEL OF HIS HANDS ON HERS...

YOUR HUSBAND NEXT, GIRL--!

...GWEN CAN'T ACCEPT IT.

...AND WARREN WON'T HAVE IT.

KPOW

KPOW

NOOOOOO...!

THE GREEN GOBLIN--?!

PZNG

WHAT KIND OF FOOL--?!

PZNG

THE SPIDER ACTS WITHOUT THINKING...

...WITHOUT EVEN CONSIDERING THE IMPOSSIBLE INSANITY OF IT ALL.

HOW A TWICE-DEAD MONSTER COULD APPEAR TO THREATEN A FANTASY REBORN.

AGAIN.

IN THE SAME PLACE, THE SAME WAY...

PZNG

...WITH THE SAME TRAGIC RESULTS.

UHFF!

HELLPP...

AND JUST LIKE LAST TIME...

...DREAMS DO DIE.

THWIP

HE ONLY KNOWS WHAT NOT TO DO THIS TIME.

UNLESS...

THWIP

HE KNOWS NOT TO WAIT.

NOT TO TRY AND SNAG HER FRAGILE FIGURE FROM ABOVE.

NOT TO STOP HER RUSHING DESCENT...

...SO MUCH AS SLOW IT.

AND USE IT...

...TO COME FULL CIRCLE.

GWEN...?

PETER?

DO SOMETHING--

KRAKOW

GET AWAY FROM HER!

BUT WITH THAT ONE LAST RECOIL, STRAINING METALS FINALLY SNAPS...

...AND GRAVITY CALLS.

SPLSH

--THE SPIDER COMES UP EMPTY.

UNTIL...

DEAD-- WHEN HE HIT THE WATER.

SPLSH

SO NO MATTER HOW DEEP HE DIVES--HOW FAR AND FAST--

ALONG WITH HIS PROGRESS ON CLONE DETERIORATION, OBVIOUSLY.

I ONLY WANTED TO TALK TO THEM-- I THINK.

--BUT THE *SHADOW* OF THE REAL MILES WARREN SURFACED IN THE END...

...A MONSTER WEARING THE MASK OF A MAN.

AND WHAT ABOUT THAT FREAKY NEW *GOBLIN*--?

ANOTHER MAN WEARING THE MASK OF A MONSTER...

...OR SOMEONE I ALREADY KNOW?

AND *GWEN*...

NO. *NOT* GWEN.

BUT THE *FIRST* CLONE OF GWEN...

...IF I'M TO BELIEVE MILES'S NOTES.

BUT DREAMS NEED NEVER DIE.

MANHATTAN...

HARSH.

EXTREMELY HARSH.

WHEN I MISSED UNCLE B. AT THE BUGLE MORGUE EARLIER, I TRACED THE LAST ADDRESS RETRIEVED ON THE COMPUTER...

...HOPING TO CATCH UP.

NEVER EXPECTED TO FIND THE SCARLET SPIDER IN A HIGH-SPEED CAR CHASE ON THE NEW JERSEY TURNPIKE...

...OR A LUNATIC OLD MAN WITH A GUN ON THE BRIDGE.

AND I JUST MADE A BAD SITUATION MUCH WORSE.

PROVING I'VE STILL GOT PLENTY TO LEARN ABOUT POWER AND RESPONSIBILITY...

ELSEWHERE...

THE WOMAN KNOWN AS GWEN STACY MILES STARES AT HERSELF--

--SEEING ALL THE PIECES FOR THE VERY FIRST TIME--

--AND THE PICTURE IS FINALLY COMPLETE...

...SHE IS NOT GWEN STACEY...

..."NOR IS SHE "JOYCE DELANEY"...

...SHE IS A CLONE.

AND THE TRUTH HURTS.

FOR MORE OF THE NEW GREEN GOBLIN- CHECK OUT THE HOLODISKED SPECTACULAR SPIDER-MAN #225-- ON SALE SOON!

UPSTATE NEW YORK.

PAINFUL SOBS ECHO THROUGH THE RUSTIC CABIN. TEARS SPLASH ON A COLD, TILE FLOOR.

SHE NEVER IMAGINED ANYTHING LIKE THIS. I'M A CLONE?! IT'S LIKE A ROCK DROPPING ON YOU FROM OUT OF THE SKY.

IT STARTED WITH THE BOOK. IT TORE THROUGH THE DELUSION OF HER FALSE IDENTITY.

SHE CLUTCHES TO HER MOTHER'S WORDS, OFFERED DURING HER CHILD-HOOD..."DON'T BELIEVE EVERYTHING YOU READ."

WEBS

SPIDER-MAN IN ACTION

WEBS

BUT IT WASN'T HER MOTHER OR HER CHILDHOOD. SHE KNOWS THAT NOW.

SHE CAME TO THIS PLACE, HER FAMILY HIDEAWAY, TO ESCAPE THE PAIN...

WEBS

...FLEE FROM THE REALITY OF THIS ULTIMATE IDENTITY CRISIS.

BUT IT WASN'T ENOUGH.

GWEN!

ARE YOU ALL RIGHT? IT'S ME... WARREN!!

THIS IS NOT PROFESSOR MILES WARREN.

HE SEEMINGLY DIED YEARS AGO, BUT BEFORE HE DID, CAME UPON GROUNDBREAKING CLONING TECH-NOLOGY.

HE ALSO DOUBLED AS THE CRIMINAL JACKAL, AND BEFORE HE "DIED", CAME UP WITH A TERRIFIC PLAN:

THAT HIS CLONES, LIKE MILES HERE, WOULD LIVE ON AFTER HIM, LIVING OUT THE FANTASY LIFE THAT HE WOULD NEVER LIVE TO SEE. FOR EXAMPLE:

THIS IS NOT GWEN STACY. SHE DIED YEARS AGO, BUT BEFORE SHE DID, BECAME THE OBSESSIVE FOCUS OF WARREN'S LIFE.

SHE IS YET ANOTHER OF WARREN'S CLONES. BUT MORE THAN THAT, SHE IS HIS PRINCESS... AND HE HER KNIGHT IN...

SHINING ARMOR

TERRY KAVANAGH - PLOT
MIKE LACKEY - SCRIPT
TOD SMITH - BREAKDOWNS
JIMMY PALMIOTTI - FINISHES
NEL YOMTOV - COLORIST
LORETTA KROL - LETTERER
ERIC FEIN - EDITOR
DANNY FINGEROTH - GROUP EDITOR
BOB BUDIANSKY - EDITOR-IN-CHIEF

KNIGHTS SLAY DRAGONS, AMONG OTHER THINGS.

WEB

SPIDER-MAN IN ACTION

AFTER ALL, SHE IS HIS ENTIRE REASON FOR BEING: THE HOUSE, THE CAR, THE TENURED POSITION AT THE UNIVERSITY.

TO SAY THAT WITHOUT HER HE IS NOTHING IS AN UNDERSTATEMENT.

HE'S SEARCHED FOR HER AS LONG AS HE CAN REMEMBER. AND NOW, FINALLY, AT LAST...

...HE'S FOUND HER!

AND WITH A TENDERNESS THAT SOME WOULD FIND SHOCKING, COMING FROM THE CLONE OF A KILLER...

...HE PUTS HER TO BED...CLEANS UP AFTER HER.

FEEDS HER... NOURISHES HER.

FOR HOURS, A LOOK OF CONCERN KNITS HIS BROW, UNTIL...

...THE TWINKLE RETURNS TO GREEN EYES, AND A SMILE GREETS HIS FAMILIAR FACE.

WARREN?

YOU CAME AFTER ME.

OF COURSE I DID. NOW EAT... YOU NEED YOUR STRENGTH.

I'M SORRY, WARREN... I DIDN'T MEAN TO SCARE YOU...

SHHHHH... WE'LL TALK LATER. NOW, EAT.

THE NEXT FEW DAYS PASS QUICKLY. GWEN REGAINS HER STRENGTH... HER OUTLOOK IMPROVES.

SHE TRADES THE FEAR FOR A NEW EMOTION: LOVE.

FOR MILES, IT IS SOMETHING EVEN MORE...

...DESTINY.

COME BACK WITH ME, GWEN. COME SHARE THE LIFE THAT I'VE BUILT... IT'S MEANING-LESS ALL ALONE.

ARE YOU... ASKING ME TO...

...MARRY YOU?

OH YES, DARLING... YES!

USUALLY ARRANGED MARRIAGES ARE DERIVED FROM TWO FAMILIES CHOOSING TO WED THEIR CHILDREN FOR THE GOOD OF BOTH CAMPS.

IN THIS CASE, IT'S THE RESULT OF ONE MAN, LONG DEAD, WHO HAS BROUGHT HIS OWN "CHILDREN" TOGETHER, FOR A GOOD KNOWN ONLY TO HIMSELF.

HE'S PROVIDED THEM WITH ALL THE NECESSARY INGREDIENTS FOR SUCH AN OCCASION--

--THE REVEREND, THE ORGANIST, THE PHOTOGRAPHER AND THE REST OF THE WEDDING PARTY.

BUT THAT DOESN'T MATTER TO MILES AND GWEN.

THEIR LIFE IS LIKE A MOVIE TO BE ACTED OUT. THEIR MEMORIES ARE INCOMPLETE AT BEST, BUT IT'S THE FUTURE THAT'S REALLY IMPORTANT TO THEM.

AND AS THEY EMBARK ON THEIR NEW LIFE TOGETHER...

BUT THE LIVES OF CLONES CAN BE SHORT INDEED...

...SOME SHORTER THAN OTHERS.

THE END

MARVEL COMICS

$1.50 US
$2.05 CAN/UK £1.25
402
JUN
02457

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN®

The BATTLE For AUNT MAY'S SOUL!

BAUS & MAHLSTEDT

THE GOTHAM INN, MID-TOWN MANHATTAN--ON A CHILLY APRIL NIGHT.

DETECTIVE RAVEN--

THE SCARLET SPIDER, I PRESUME?

FROM WHAT I'VE READ ABOUT YOU... BURGLARY ISN'T YOUR STYLE. SO I ASSUME YOU'RE HERE FOR SOME OTHER REASONS--?

YOU ASSUME CORRECTLY. I NEED TO TALK TO YOU ABOUT PETER PARKER, SIR.

YOU'VE ARRESTED THE WRONG MAN. THERE'S NO WAY THAT HE--

STOPS YOU COLD, DOESN'T IT? COLD AS THE GRAVE.

WHAT HAPPENED? THAT MARK ON YOUR FACE IS THE SAME AS--

THE SAME AS THE MARK FOUND ON THE BODIES OF DOCTOR OCTOPUS AND THE GRIM HUNTER.

THE SAME MARK A SALT LAKE DETECTIVE NAMED *LOUISE KENNEDY* HAD ON HER WHEN *SHE* WAS MURDERED TWO *YEARS* AGO.

THIS CASE HAS *CONSUMED* ME SINCE THAT NIGHT. MAYBE TOO MUCH. I KEEP DIGGING AND DIGGING... LOOKING FOR LOGIC AND CLEAR ANSWERS--

--BUT ALL I FIND ARE MORE *MYSTERIES.*

AND THE *BIGGEST* MYSTERY IS PARKER --OR SHOULD I CALL HIM *BEN REILLY*-- AND HIS CONNECTION TO A MAN NAMED *KAINE.*

BUT YOU HAVE MY WORD BEFORE GOD THAT, IF I *HAVE* ARRESTED THE WRONG MAN--

--I WON'T REST UNTIL I'VE MADE AMENDS. UNTIL THE *TRUE* MURDERER IS BROUGHT TO--

--JUSTICE.

I *BELIEVE* YOU, DETECTIVE ...AND I'M *GRATEFUL*--

--BUT I HOPE YOU DON'T MIND--

--IF I HELP SPEED THINGS *ALONG.*

STAN LEE PRESENTS:

CROSSFIRE

PART ONE

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

J.M. DeMATTEIS - writer
MARK BAGLEY - penciller
MAHLSTEDT, RUBINSTEIN & MILGROM - inkers

BOB SHAREN -colorist
BILL OAKLEY - letterer
DANNY FINGEROTH - prosecutor
BOB BUDIANSKY - evidence tampering

WHAT WOULD YOU THINK, DETECTIVE, IF YOU KNEW THAT BENEATH THIS MASK, I AM PETER PARKER...

...AND THAT THE MAN YOU KNOW AS BEN REILLY ISN'T MY ALIAS... BUT MY CLONE?

A CLONE WHO'S SACRIFICED HIMSELF IN THE NAME OF MY HAPPINESS; WHO'S TAKEN MY PLACE IN JAIL SO THAT I CAN BE WITH MY PREGNANT WIFE?

YOU'D PROBABLY SAY IT WAS ALL TOO FAR-FETCHED, TOO RIDICULOUS TO BE TRUE.

BUT IT IS TRUE. AND YOU HAVE MY WORD BEFORE GOD THAT I'M GOING TO FIND THE MAN RESPONSIBLE FOR THOSE MURDERS... FREE BEN REILLY... AND CLEAR THE PARKER NAME.

NOT JUST FOR MY SAKE... OR BEN'S... BUT FOR THE SAKE OF THE PARKERS THAT HAVE COME BEFORE ME...

...AND THOSE YET TO BE BORN.

And so he swings OFF, determined, noble... and very much afraid.

TOP OF NEW YORK

TOP OF NEW YORK

So many I can't even remember.

I have walked and walked -- and my eyes have beheld such struggle, such suffering, such unmitigated EVIL...

Such vibrant spirits... BOTH OF them : each one reflecting the other, yet -- despite their genetic duplication -- distinct and individual.

...that it's a wonder I haven't been struck BLIND.

But, eyes wide, I continue on -- desperate to understand the incomprehensible Darkness -- and the equally incomprehensible LIGHT that rises up in men, even when confronted with...

...the Dark in its most perverted forms.

...and that knowledge will lead me through the Abyss ...to the Threshold of GOD.

And then the Day of Redemption will arrive -- For this weary world...

Parker and Reilly: I couldn't have asked for two more intriguing specimens... two more intriguing EXPERIMENTS...

...in my quest to fathom the fathomless nature of the human soul.

How many centuries have I walked this world... caught in the crossfire of human existence?

...ESPECIALLY when confronted with...

The time will come when I hold the secret in my hands; when I will TRULY KNOW the SOURCE of humanity's evil...

...and for this weary MAN...

...called JUDAS TRAVELLER.

YOU CLAIM TO ADMIRE HIM, JUDAS--

--AND YET WHAT YOU'RE PLANNING--IS *TERRIBLE* INDEED.

WITH ONE STROKE, YOU COULD DO WHAT ALL THE TRAGEDIES OF THE PAST YEAR COULD NOT:

BREAK PETER PARKER--UTTERLY... AND BEYOND HOPE OF SAVING.

I DON'T RECALL ASKING YOUR ADVICE, *SCRIER*.

NOT WITH YOUR *WORDS*, NO. BUT YOUR *HEART* ASKED... AS IT ALWAYS DOES. AS IT ALWAYS *HAS*.

FOR HUNDREDS OF YEARS, I HAVE BEEN YOUR SOLE *CONFIDANT*... THE ONE PERSON YOU TURN TO WHEN THE BURDEN OF YOUR QUEST BECOMES TOO MUCH TO *BEAR*.

AND YOU'VE SERVED ME WELL. BUT A SERVANT YOU *ARE*--

--AND SHALL ALWAYS *REMAIN.*

AND I HAVE BEEN QUITE CONTENT TO PLAY THAT PART. WHICH IS WHY, *AS* YOUR LOYAL SERVANT... YOUR LOYAL *FRIEND*... I ASK-- WHAT I ALWAYS MUST:

WHY ARE YOU DOING THIS? *WHY* TEAR THE WINGS OFF THIS BUTTERFLY WHOSE BEAUTY YOU *SO CLEARLY* ADMIRE?

WHAT I *DO*, SCRIER, I DO FOR THE GREATER GOOD.

HAVE I NOT TORN OFF MY *OWN* WINGS IN THE NAME OF MY CAUSE? HAVE I NOT SUFFERED FAR *MORE* THAN HIM... KNOWN TRAGEDIES FAR *WORSE* THAN HIS?

MEASURED AGAINST MY QUEST TO *KNOW* THE UN-KNOWABLE--

--TO FREE HUMANKIND FROM THE PRISON OF SELF--

--HIS ONE LIFE--

--ALL OUR LIVES--

TOP OF NEW YORK

...ARE MEANINGLESS.

PETER--?

WHERE HAVE YOU *BEEN?* I WAS WORRIED *SICK.* I DIDN'T KNOW WHAT--

I'M SORRY, *MARY JANE.* YOU WERE RESTING AND I DIDN'T WANT TO BOTHER YOU, SO I--

SO YOU JUST TOOK OFF WITHOUT LEAVING ME A *NOTE?*

I... JUST WENT OUT TO TALK TO THAT *DETECTIVE.* JACOB RAVEN. FIGURED I'D BE *BACK* BEFORE YOU EVER--

I THOUGHT YOU WERE *GONE,* PETER--

--I THOUGHT YOU'D EITHER *LEFT* ME AGAIN... OR *SOMETHING HAPPENED* TO YOU AND--

DON'T EVER... *EVER...* DO THAT TO ME AGAIN!

AFTER ALL WE'VE BEEN THROUGH... JUST THE THOUGHT OF BEING *APART* FROM YOU... ESPECIALLY NOW... WITH OUR *BABY* ON THE WAY--!

YOU'RE RIGHT, SWEETIE. I SHOULD HAVE AT LEAST *TOLD* YOU.

BUT I'VE JUST *GOT* TO FIND HARD EVIDENCE TO GET BEN OUT OF PRISON. DO YOU REALIZE WHAT A *SACRIFICE* HE'S MADE FOR ME?

FOR *US?*

OF COURSE I DO. BUT DO YOU REALIZE THE SACRIFICES I'VE HAD TO MAKE ALL THESE MONTHS?

HOW MUCH I STRUGGLED TO KEEP OUR HOME... OUR FAMILY... TOGETHER--WHILE YOU HID BEHIND THAT MASK? HID BEHIND SPIDER-MAN?*

I WAS... CONFUSED THEN, MJ. I WAS HURTING.

I'D NEVER PUT YOU THROUGH THAT AGAIN.

*DURING OUR "BACK FROM THE EDGE" STORYLINE.--Danny.

AND... WHEN YOU CAME BACK TO ME... I STOOD BESIDE YOU, DIDN'T I? THROUGH MAY'S DEATH... THROUGH THESE INSANE MURDER CHARGES?

IT HASN'T BEEN EASY, PETER. DON'T THINK FOR A MINUTE THAT IT'S BEEN EASY.

I'VE LOOKED INTO THE EYES OF A MAN CLONED FROM YOUR DNA. I'VE BEEN KIDNAPPED BY THAT LUNATIC KAINE. FACED THAT MONSTER WHO CLAIMED TO BE YOU.

I'VE ENDURED THINGS THAT WOULD HAVE BROKEN MOST PEOPLE!

BUT I HAVEN'T BROKEN! I'VE BEEN STRONG! AND I'VE BEEN THERE FOR YOU--AS LOYAL, AS SUPPORTIVE, A WIFE AS ANY MAN HAS EVER HAD!

I... I DON'T MEAN TO YELL. I DON'T EVEN MEAN TO COMPLAIN. I WAS GLAD TO DO IT. BECAUSE I LOVE YOU, PETER.

WHEN IT WAS JUST THE TWO OF US, THERE WAS NO LIMIT TO WHAT I'D DO FOR YOU--

BUT THERE ARE LIMITS NOW. WE'VE GOT A CHILD ON THE WAY... AND I NEED YOU--

--IN A WAY I NEVER HAVE BEFORE.

THERE'S SOMETHING ELSE, ISN'T THERE?

TELL ME, MARY JANE. PLEASE.

I DON'T WANT YOU TO WORRY ABOUT THIS. IT'S GOING TO BE ALL RIGHT.

EVERYTHING IS GOING TO BE ALL RIGHT.

HOW DO YOU KNOW THAT? HOW CAN YOU SAY THAT?

AND IT'S ALL BECAUSE OF YOU! YOU AND YOUR HORRIBLE IRRADIATED BLOO--

OH, GOD. OH, GOD... I'M SO SORRY. I DIDN'T MEAN THAT. I SWEAR I DIDN'T.

IT'S JUST THAT I'M SO SCARED.

DIDN'T YOU READ WHAT THE REPORT SAID? OUR BABY COULD BE DEFORMED... OR WORSE!

DOCTOR TRAINER SAID IT COULD BE NOTHING. BUT... BUT EVEN IF IT IS SOMETHING--

--THIS BABY IS A PRODUCT OF OUR LOVE. IT'S PART OF US.

AND YOU'RE RIGHT, PETER--

--AND...

MARY JANE--?

LET HER SLEEP, MY FRIEND. LET HER REST. I HAVE NO WISH TO UPSET HER... OR DO HER HARM.

--NO MATTER WHAT HAPPENS, WE'LL BE ALL RIGHT.

WE'LL LOVE THIS CHILD, AND--

MARY JANE--!

THAT VOICE--!

MY BUSINESS IS WITH YOU ... AND YOU ALONE.

TRAVELLER?!

DOESN'T THIS INSANITY EVER *END*? WON'T YOU MANIACS EVER LEAVE ME *ALONE*?

WELL, IF IT'S A *FIGHT* YOU WANT, I--

I HAVEN'T BROUGHT YOU HERE TO DO **BATTLE** WITH YOU, SPIDER-MAN. I HAVE BROUGHT YOU HERE--TO **STUDY** YOU.

SINCE THAT DAY AT ***RAVENCROFT***, WHEN I LOOKED INTO THE MINDS OF THOSE TWISTED, CORRUPTED SOULS*... AND SAW ***YOU*** AS THE COMMON LINK THAT FED THEIR HATE... INSPIRED THEIR LUNACY--

--I HAVE WONDERED: DO YOU FUNCTION AS THE LIGHT, THE **BALANCE**, TO THEIR DARKNESS? OR ARE YOU SOMEHOW... THE *CATALYST*?

WOULD THESE MEN NOT HAVE FOUND ***EXPRESSION*** FOR THEIR MADNESS IF THEY HADN'T HAD A SPIDER-MAN TO ***FOCUS*** ON... ***REACT*** TO?

* IN OUR ALREADY-CLASSIC "POWER AND RESPONSIBILITY" CROSSOVER. --Danny.

ALL THESE QUESTIONS--AND MORE--I INTEND TO EXPLORE AS I JOURNEY ACROSS THE *LANDSCAPE* OF YOUR HEART AND SOUL.

I WANT TO *KNOW* YOU, SPIDER-MAN... DOWN TO THE *CELLULAR LEVEL*. I WANT TO UNDERSTAND YOU IN A WAY EVEN *YOU* CAN'T.

DISSECT YOUR PSYCHE. YOUR VERY--

DISSECT *THIS!*

THOOM!

KRAK!

KOOOM!

KRA-

FALL.

PARALYZED.

UNABLE TO LIFT EVEN A *FINGER* IN YOUR OWN DEFENSE.

TRAVELLER... WHY ARE YOU *DOING* THIS? PEOPLE AREN'T *LAB-RATS* FOR YOU TO EXPERIMENT ON!

DON'T YOU HAVE ANY *CONSCIENCE*? ANY *FEELING*?

DO YOU EVEN UNDERSTAND THE *PAIN* YOU CAUSE WHEN YOU--

DO I HAVE CONSCIENCE? FEELING?

DO I UNDERSTAND PAIN?

THE SUFFERING I'VE KNOWN IN MY YEARS ON THIS EARTH DWARFS *ANYTHING* IN YOUR PITIFUL EXPERIENCE.

JUST THE *SMALLEST TASTE* OF IT--

AAAAAA

--IS MORE THAN ANY MAN COULD EVER *BEAR*.

BUT THE QUESTION REMAINS--

HHH

--HOW MUCH SUFFERING--

--CAN YOU BEAR?

YOU'VE SHOWN, TIME AND AGAIN, THAT YOU'RE WILLING TO SACRIFICE YOURSELF FOR THE GREATER GOOD.

WILLING TO DIE FOR PEOPLE YOU DON'T EVEN *KNOW*.

YES, YOU'RE *QUITE* THE HERO. BUT NO MAN IS SIMPLY *ONE THING*. EVERYONE IS CAUGHT IN THE CROSSFIRE OF *CONFLICTING IMPULSES*.

HOW FAR, SPIDER-MAN, DOES YOUR HEROISM *EXTEND*?

NO... BLOOD?

NO WOUND?

SACRIFICING YOURSELF IS ONE THING.

BUT WHAT ABOUT SACRIFICING--

--SOMEONE YOU LOVE?

AUNT MAY--?!

NO! IT'S NOT POSSIBLE!

Ah... BUT IT IS.

IT'S A SMALL MATTER FOR ME TO... CATCH A SOUL AS IT LEAVES THIS PLANE OF EXISTENCE.

AND WHAT WOULD YOU SAY IF I TOLD YOU THAT I COULD NOT ONLY HOLD YOUR AUNT'S SOUL HERE--

--BUT RETURN IT TO LIFE?

WHAT WOULD YOU *GIVE* TO HAVE HER BACK... HEALTHY AND WHOLE... *YOUNG* AGAIN?

WHAT IF I TOLD YOU IT WOULD TAKE *ONE HUNDRED LIVES* IN RETURN FOR HERS? OR PERHAPS JUST *SIX*? OR PERHAPS--

--ONLY *ONE*?

A WORTHLESS, INSIGNIFICANT *NOBODY*--WHOSE PASSING WOULDN'T MAKE ONE WHIT OF *DIFFERENCE* IN THE WORLD?

A SMALL THING, REALLY... TO ERASE *HIM*--

--AND BRING *HER* BACK.

THE DECISION IS YOURS, PETER. JUST SAY THE WORD--

--AND IT'S *DONE*.

NO.

SKRAASSHH!

NO!

SHE'S AT PEACE! SHE'S FREE! SHE'S FREE!

AND SO AM I.

IT ISN'T GOING TO WORK, TRAVELLER! YOU MAY BE POWER-FUL... BUT YOU'RE NOT GOD!

YOU CAN'T DRIVE A SWORD THROUGH MY HEART AND THEN RESURRECT ME!

YOU CAN'T BRING BACK THE DEAD!

THIS ISN'T REAL! NONE OF THIS IS REAL!

THOOM!

THOOM!

YOU SAID BEFORE THAT YOU WANTED TO JOURNEY ACROSS THE LANDSCAPE OF MY HEART AND SOUL--AND THAT'S WHERE I THINK WE ARE--

--INSIDE ME! INSIDE MY MIND!

THOOM!

AND IF THAT'S WHERE WE *ARE*--IF YOU'VE SOMEHOW *ENTERED* MY *PSYCHE*--

--THEN *I'M* IN CONTROL, DO YOU HEAR ME? *I'M IN CONTROL*--

--AND YOU'RE *NOT* GOING TO *USE* ME *ANY-MORE!*

HOOO

YOU'RE RIGHT, OF COURSE. I'M *NOT* GOD.

I CAN'T CATCH A SOUL... OR RESURRECT THE DEAD.

NO, I'M NOT *GOD*--

--BUT I'M *CLOSE*.

SO STEP OUT OF THE MINDSCAPE WITH ME... AND JOURNEY BACK TO *REALITY*.

A REALITY... SLIGHTLY *DIFFERENT* FROM THE ONE YOU LEFT BEHIND.

TAKE TWO STEPS FORWARD IN *TIME* WITH ME, SPIDER-MAN--

--AND SEE WHAT THE *FUTURE* HOLDS.

I-IT'S ANOTHER *TRICK*! IT'S--

THIS, I ASSURE YOU, ISN'T TAKING PLACE IN YOUR MIND.

THIS IS NEW YORK CITY. TWENTY-FOUR HOURS FROM WHEN WE LEFT.

AND ALL THIS DESTRUCTION, MY DEAR FRIEND... ALL THIS *DEVASTATION*--

--IS *YOUR* DOING.

DONE FREELY. KNOWINGLY. IN THE NAME OF ALL-TOO HUMAN *LOVE*.

BUT WHAT KIND OF LOVE BEARS FRUIT AS BITTER AS *THIS*? I SUPPOSE--

--THAT YOU'RE NOT QUITE THE HERO YOU *THOUGHT* YOU WERE!

CROSSFIRE concludes in the pages of **SPIDER-MAN #59!**

THEN BE HERE NEXT MONTH FOR: **"The TRIAL of PETER PARKER!"** PART TWO

MARVEL COMICS

SPIDER-MAN

$1.95 US
$2.75 CAN/UK £1.25
59
JUN
CC 01321

APPROVED BY THE COMICS CODE AUTHORITY

TM

AND NOW...

ARMAGEDDON!

TRAVELLER, WHAT HAVE YOU DONE?

WHAT HAVE YOU DONE?!

SPIDER-MAN, I ASSURE YOU I HAVE DONE NOTHING!

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

THIS IS ALL YOUR DOING!

I'M SIMPLY SHOWING YOU YOUR HANDI-WORK.

THE WORDS OF **JUDAS TRAVELLER** ECHO THROUGH SPIDER-MAN'S MIND AS HE TRIES TO COMPREHEND THAT WHICH NO SANE MAN COULD POSSIBLY COMPREHEND.

A CITY... **HIS** CITY... LIES IN RUIN ALL AROUND HIM.

THIS TIME IS NOT NOW...

...BUT TWENTY-FOUR HOURS FROM NOW.

TRAVELLER HAS MANAGED TO BEND HIS AWESOME POWERS TO TEAR THROUGH THE SPACE-TIME CONTINUUM TO BRING BOTH HE AND PETER PARKER ONE DAY INTO THE FUTURE.*

INTO THIS PLACE OF THE DEAD AND THE DYING.

OVER AND OVER AGAIN, SPIDER-MAN TRIES TO CONVINCE HIMSELF THAT THIS IS A DREAM OR A MASSIVE ILLUSION.

IT IS THE ONLY WAY IN WHICH HE CAN HOLD ON TO HIS SANITY.

*SEE **AMAZING SPIDER-MAN #402** FOR THE DETAILS.- Danny

STAN LEE PRESENTS

CROSSFIRE PART TWO

THE FUTURE IS NOW.

howard MACKIE — WRITER

tom LYLE — BREAKDOWNS

sam DeLaROSA — FINISHES

kevin TINSLEY — COLORIST

richard starkings AND COMICRAFT — LETTERING

danny FINGEROTH — EDITOR

bob BUDIANSKY — EDITOR IN CHIEF

WOLFPACK with SALVADOR MANCHA — INTERIOR COLOR

NO, THIS IS NOT A DREAM... NO NIGHTMARE FROM WHICH YOU CAN AWAKEN.

THIS THING HAS HAPPENED... *WILL* HAPPEN. CAUSED BY YOU... WILLINGLY... KNOWINGLY.

THIS IS THE RESPONSIBILITY BEHIND YOUR *POWER!* HOW DOES IT FEEL?

NO

NO

NO!

MARY JANE!

OUR BUILDING... IT'S STILL STANDING... THANK GOD!

I'VE GOT TO FIND HER! SHE'S GOT TO BE ALL RIGHT!

HOW CAN TRAVELLER HAVE DONE THIS?

WHAT DOES HE MEAN I CAUSED THIS?

THIS *CANNOT* BE HAPPENING!

BUT NOW THE WIND IS PICKING UP. THIS IS INSANE.

IT'S JUST NOT POSSIBLE.

YEAH... LIKE IT'S ANY MORE INSANE THAN EVERYTHING ELSE THAT'S BEEN HAPPENING TO ME LATELY!

MY *CLONE* COMES BACK FROM THE DEAD JUST AS MARY JANE LETS ME KNOW I'M GOING TO BE A FATHER... THEN I'M ARRESTED FOR A CRIME *HE* SUPPOSEDLY COMMITTED...

...*KAINE* SHOWS UP AND KIDNAPS MJ... MORE CLONES... THE *JACKAL*... MORE *CLONES*... THEN THE *SCARLET SPIDER* SWITCHES PLACES WITH ME SO I CAN BE WITH MARY JANE... AND NOW... THIS.*

* HOPE YOU'VE BEEN ALONG FOR THE RIDE. – Danny

WELL... CAN'T SAY MY LIFE IS *BORING!*

YES!

MARY JANE'S *ALIVE!* WHATEVER THIS REALITY IS... SHE'S ALIVE!

WINDS ARE TOO STRONG... CAN BARELY MANAGE TO HOLD ON... MUCH LESS GET TO THE BUILDING!

MARY JANE!

DO YOU *REALLY* EXPECT HER TO HEAR YOU THROUGH THE DIN OF THIS WIND?

WHAT THE--?

SHE LIVES. THEY *BOTH* LIVE. YOU WILL BECOME A FATHER...

...BUT AT THE COST OF EVERYTHING AND EVERYONE ELSE.

AND IT WAS *YOUR* CHOICE. IT COULD HAVE BEEN PREVENTED... ALL OF IT...

SNAP

...AND...

...IT STILL CAN.

BUT HOW MUCH ARE YOU WILLING TO *SACRIFICE* TO *PREVENT* IT ALL?

WHERE ARE WE?

I BELIEVE "*WHEN*" ARE WE IS THE MORE APPROPRIATE QUESTION.

THIS IS THE *NOW*.

THE DESTRUCTION OF THE CITY HAS YET TO HAPPEN.

THE CHOICES WILL UNFOLD BEFORE YOU.

ONE WAY

STOP *PLAYING* WITH MY HEAD!

AGAIN, I ASSURE YOU, WHAT YOU SAW WAS *REAL*... IT *WILL* HAPPEN.

ONLY YOU CAN MAKE THE *DECISIONS* WHICH WILL PREVENT IT.

SHALL WE BEGIN?

THE STARES.

THE MAN WALKING INTO ONE POLICE PLAZA WONDERS IF HE WILL EVER GET USED TO THE STARES.

THESE ARE SELFISH AND PRIDEFUL THOUGHTS... AND THEY MUST BE PUSHED DOWN... FOR **JACOB RAVEN** HAS NEVER ALLOWED HIMSELF TO INDULGE IN THE SIN OF VANITY.

AND WHILE HIS SCARS ARE NEW... HIS WOUNDS STILL PAINFUL...

...EVEN MORE PAINFUL ARE THE DOUBTS THAT TEAR AT HIS SOUL.

HE WHO HAS NEVER DOUBTED BEFORE... HE WHOSE COURSE AND WHOSE AIM HAVE ALWAYS BEEN CLEAR...

...NOW DOUBTS.

HE PRAYS FOR THE STRENGTH AND GUIDANCE TO FIND THE TRUTH.

PRAYS THAT HE WILL BE FORGIVEN FOR WHAT HE HAS DONE.

CONNO
TREVA

KNOK KNOK

I'M ON THE PHONE! GIVE ME A FEW MINUTES AND I'LL...

...I'LL...

...I'LL...

I'M GOING TO HAVE TO GET BACK TO YOU. SOMETHING'S COME UP.

RAVEN?

YES, CONNOR, IT'S ME.

WE'VE GOT TO TALK.

I'M AFRAID WE'VE ARRESTED THE WRONG MAN.

BUT THE EVIDENCE... THE FINGERPRINTS... THE SCAR--

THE SCARRING? LIKE THE ONE ON *MY* FACE? ONE RECEIVED WHILE PARKER WAS BEHIND BARS... FROM A MAN CALLING HIMSELF *KAINE?**

* SEE SPIDER-MAN #57. - Danny

HOW'S THAT *POSSIBLE?*

I WISH I KNEW, CONNOR, BUT FOR NOW...

I BELIEVE PETER PARKER MAY BE *INNOCENT*... AND I NEED YOUR HELP TO PROVE IT.

MEANWHILE...

NO MORE GAMES, TRAVELLER!

YOUR EXPERIMENT ENDS HERE.

THWIP

BECAUSE I SIMPLY WILL NOT FIGHT.

AH, BUT EVENTS HAVE ALREADY BEEN SET INTO ***MOTION.***

IF YOU DO NOTHING... YOU... YOUR WIFE... YOUR UNBORN CHILD... ALL THAT YOU HOLD DEAR WILL BE ***DESTROYED*** ALONG WITH THIS CITY AND ALL IT'S INHABITANTS.

THOUGH FOR ***YOU,*** PERHAPS IT WILL BE ALL FOR THE BEST.

MAYBE YOU CAN RESCUE MARY JANE... GET AWAY WITH HER IN TIME... SAVE YOUR OWN LIVES AND THEN...

...BEN REILLY, KAINE THE JACKAL, ALL THOSE WHO THREATEN YOUR CURRENT HAPPINESS WOULD SIMPLY ***CEASE*** TO ***BE.***

PERHAPS... DEEP DOWN IN THE DARKEST RECESSES OF YOUR SOUL... ***THIS*** IS WHAT YOU DESIRE.

AND ALL YOU HAVE TO DO FOR IT TO COME TRUE IS...

...NOTHING.

WHAT ARE YOU ***TALKING*** ABOUT? HOW IS THIS GOING TO ***HAPPEN?***

EVEN NOW, THOSE KNOWN AS MY HOST ARE SABOTAGING THE EXPERIMENTAL *GEOTHERMAL HEATING STATION* LOCATED IN THE EAST RIVER.

THE RESULTING EXPLOSION WILL REDUCE THIS CITY TO THE *WASTELAND* WHICH I INTRODUCED YOU TO EARLIER.

HOW COULD YOU DO THIS? *WHY?*

I AM DOING NOTHING. IT IS MY *HOST.*

STOP THEM.

I *CANNOT.* WHILE THEY SERVE ME... THEY ALSO SERVE A *GREATER* PURPOSE... MY EXPERIMENT. TO DISCOVER THE TRUE NATURE OF EVIL-- AND THUS DISCOVER THE TRUE NATURE OF ALL THAT IS GOOD.

WHAT PURPOSE WILL BE SERVED WITH THE DEATH OF MILLIONS?

THAT IS YET TO BE SEEN.

I WILL STAY HERE AND KEEP SAFE THAT WHICH IS NEAREST AND DEAREST TO YOU. EVEN IF YOU *FAIL*... MARY JANE AND YOUR UNBORN WILL BE *UNHARMED.*

SO, IF ALL YOU DESIRE IS TO SEE THEM SAFE... YOU NEED DO *NOTHING.*

RIGHT. I HAVE TO SEE MARY JANE BEFORE I GO.

HURRY. THERE IS NOT MUCH TIME.

A WORD OF WARNING, MY FRIEND.

YOU STRAIN THE LIMITS OF YOUR POWERS. TRAVELING AHEAD IN TIME... PEERING INTO THE FUTURE... AS YOU HAVE SAID... EVEN *YOU* ARE NOT OMNIPOTENT.

BE CAREFUL--

DO NOT PRESUME TO *WARN* ME, *SCRIER!*

YOU HAVE BEEN MY FRIEND... MY CONFIDANT... FOR HUNDREDS OF YEARS. BUT *NEVER* PRESUME YOU ARE MY EQUAL!

NO, JUDAS...

...I NEVER WOULD.

MARY JANE...

PETER?

THAT'S RIGHT, BABE. IT'S ME.

YOU'RE GOING TO BE FINE... EVERYTHING'S GOING TO BE FINE.

I'M SO SORRY FOR ALL THIS, MJ, BUT I'M GOING TO MAKE IT BETTER.

AND THE BABY... I'M SORRY FOR ANYTHING MY IRRADIATED BLOOD MIGHT DO TO THE BABY.

I'M SORRY.

I LOVE YOU SO MUCH.

PETER...

...WE'RE TOGETHER. WE'LL ALWAYS BE TOGETHER. *THAT'S* ALL THAT MATTERS.

WE'LL GET THROUGH EVERYTHING.

WE ALWAYS DO.

IT'S TIME.

PETER--?

WHAT'S HE TALKING ABOUT?

WHAT ARE YOU DOING?

TIME FOR *WHAT?*

I LOVE YOU MARY JANE...

...ALWAYS REMEMBER THAT.

A SHORT TIME LATER...

THIS IS THE PLACE...

...AND THERE'S THE HOST!

CHAKRA HOVERING ABOVE THE PLATFORM IN HER ASTRAL FORM.

SHE'S THE ONE I'M GOING TO HAVE TO TRY AND TAKE OUT.

BUT, IN ORDER TO DO THAT...

...I'M GOING TO HAVE TO GO THROUGH MEDEA AND BOONE.

AND WHAT ABOUT THIS MR. NACHT... WHAT DOES HE DO?

FRIENDS...

...I BELIEVE WE HAVE COMPANY.

WE WANT CHAKRA TO CONTINUE TO USE HER ENERGIES TO TAP INTO THE GEOTHERMAL SYSTEM... OVERLOADING IT FOR THE PREDICTED RESULTS...

...I SUGGEST YOU ELIMINATE HIM.

BUDDABUDDABUDDAB

GOT TO GO ON AUTO-PILOT...

...LET THE SPIDER-SENSE TAKE OVER.

DOOABUNN!

IF I CAN JUST AVOID THESE BLASTS LONG ENOUGH TO--

JGPH!

GREAT! TOOK THE BLOW, BUT SHE KNOCKED ME EVEN CLOSER TO CHAKRA. NOW ALL I'VE GOT TO DO IS...

...PUSH THROUGH THESE TWO...

LOOKS LIKE YOU WEREN'T PAYING ATTENTION TO LITTLE OLD ME.

BIG MISTAKE!

...AND THEN HOPE THAT I CAN HAVE SOME AFFECT ON *HER!*

HOLD HIM STILL, BOONE!

ALL I NEED TO DO IS LAND ONE GOOD SHOT.

LIKE I'M NOT *TRYIN'*, HONEY!

HE'S A *STRONG* ONE... DRAGGIN' US HALF-WAY 'CROSS THE PIER LIKE THIS.

FORGET TRYIN' *T'PUNCH* HIM... JUS' TRY AN' GET A GRIP ON HIM TILL CHAKRA'S DONE DOIN' HER THING.

CAN'T LET THEM *STOP* ME!

ALMOST...

...*THERE!* CHAKRA'S *PHYSICAL* SELF-- HIDING IN THE SHADOWS!

SHOW'S OVER, FOLKS!

YOUR BUDDY IS GOING TO BE OUT COLD FOR A WHILE, SO WHY NOT FORGET THE FIGHT AND *COME* WITH...

HELLO?

ANYBODY HOME? I'M TALKING TO *YOU*... THE *HOST!* WHAT ARE YOU LOOKING...

...AT?

OMIGOD!

WHAT *IS* THAT THING?

IT APPEARS TO BE A TRANSPATIAL TIME VORTEX.

IT WAS NOT IN THE CALCULATIONS.

WHAT D'WE DO ABOUT IT?

THERE IS NOTHING TO DO.

I CALCULATE THAT THE VORTEX WILL COLLAPSE IN ON ITSELF WITHIN THE NEXT ELEVEN MINUTES.

THE RESULTING DESTRUCTIVE FORCE RELEASED...

...WILL BE FAR GREATER THAN WHAT WE HAD HOPED TO ACCOMPLISH HERE.

TRAVELLER.

WHAT...

...IS...

...HAPPENING?

THIS IS WHAT COMES OF PLAYING WITH FORCES BEYOND OUR CONTROL, JUDAS.

THE SPACE-TIME CONTINUUM IS A DELICATE THING.

NOW YOU SEE IT WAS NOT SPIDER-MAN THAT CREATED THE DESTRUCTION OF THIS CITY... IT WAS YOU.

THE SOURCE OF ALL THE DEATH AND DESTRUCTION ONCE MORE COMES FROM YOU.

TRAVELLER!

WHAT IS HAPPENING?

WHAT HAVE YOU DONE?

I DO NOT KNOW... FOR ONCE...

...I SIMPLY DO NOT KNOW.

SCRIER! HELP HIM!

THAT THING IS TRYING TO SWALLOW HIM UP... HE'S IN PAIN!

I CANNOT HELP HIM... NOR WILL I TRY.

THIS THING IS OF HIS OWN DOING.

TRAVELLER IS THE SOURCE OF THE RIFT IN THE SPACE-TIME CONTINUUM...

... AND NOW IT IS SIMPLY ATTEMPTING TO RECLAIM ITS OWN.

BUT DO NOT WORRY, SPIDER-MAN...

...THIS BUILDING IS STILL UNDER THE PROTECTION OF THE LAST REMNANT OF TRAVELLER'S POWERS.

...YOU AND YOUR *FAMILY* WILL BE SAFE.

BUT WHAT ABOUT TRAVELLER... AND THE REST OF THE CITY?

Oh... ONCE TRAVELLER IS ENGULFED BY THIS THING...

...HIS PAST... HIS FUTURE... HIS *PRESENT*...

...WILL BE NO MORE.

"UNFORTUNATELY, THE RESULTING FORCE WILL *STILL* LEVEL THIS CITY.

"THE FUTURE TO WHICH TRAVELLER BROUGHT YOU -- THE FUTURE HE CAUSED -- *WILL* COME TO BE...

"...ALBEIT WITHOUT HIM ALIVE THERE."

AND AS TRAVELLER ENTERS THE VORTEX...

...THE FULL WEIGHT OF HIS PAST FALLS UPON HIM AND THREATENS TO ENGULF HIM.

MEMORIES LONG BURIED IN THE DARKEST REGIONS OF HIS SOUL ARE BROUGHT TO LIGHT.

THROUGH THE AGES HE HAS SOUGHT OUT THE AGONY, DEATH AND PAIN WHICH MAN HAS INFLICTED ON MAN...

...AND SOUGHT TO **UNDERSTAND** THE EVIL WHICH DRIVES IT.

TO LOOK EVIL IN THE FACE... TO BECOME ONE WITH IT... TO KNOW IT BETTER THAN HE KNOWS HIMSELF.

THAT HAS BEEN TRAVELLER'S QUEST.

AND NOW HIS EXPERIMENT THREATENS TO DESTROY HIM.

UNTIL...

NO!

I'M... NOT... GOING... TO LET... THIS... HAPPEN!

FOOL! LET GO OF ME! I AM YOUR ENEMY! LET GO BEFORE...

THE WORDS TRAIL OFF IN PETER'S MIND AS TRAVELLER'S MEMORIES FLOOD OVER HIM...

... STAB AT HIS MIND, BODY AND SOUL... THREATEN TO DESTROY HIM AS WELL.

AND STILL HE WILL NOT GIVE UP.

AND THEN...

YEEAARGH

...IT'S OVER.

AND AS THE VORTEX FADES, SPIDER-MAN REALIZES THAT HE HAS TASTED ONLY A SMALL SAMPLE OF THE PAIN WHICH IS JUDAS TRAVELLER'S LIFE.

AND WITH IT COMES...

...UNDERSTANDING.

WHY... DID YOU... SAVE ME?

YOU COULD HAVE BEEN FREE... YOU COULD HAVE --

YOU RISKED EVERYTHING TO SAVE HIM.

MORE THAN JUST *HIS* LIFE WAS AT RISK, BUT YES... I WOULD HAVE DONE IT ALL... RISKED IT ALL... JUST TO SAVE HIM.

BUT HE IS YOUR ENEMY...

...HE WILL NOT BE SATISFIED IN YOUR UNDERSTANDING *HIM*... WHEN HE STILL CANNOT UNDERSTAND *YOU*.

HE WILL NOT LET THIS END HERE. THIS DOESN'T MATTER TO YOU?

YOU CAN LET HIM KNOW THAT I'M REALLY NOT ALL THAT HARD TO UNDERSTAND... AND NO... IT DOESN'T MATTER.

IT HAPPENS ALL THE TIME.

HE'LL HAVE TO GET IN LINE.

SCRIER AND TRAVELLER ARE GONE BEFORE PETER CAN EVEN THINK ABOUT STOPPING THEM.

AT LEAST HE HAS THWARTED THEM TODAY.

HIS IMMEDIATE FUTURE IS UNCERTAIN... THERE IS STILL MUCH TO BE RESOLVED... BUT FOR NOW...

...PETER HAS MARY JANE... THEY ARE HAPPY...

...AND THAT IS MORE THAN ENOUGH.

NEXT: THE TRIAL OF PETER PARKER AND THE SECRET OF KAINE

MARVEL COMICS

GIANT-SIZED EXTRAVAGANZA!

THE SPECTACULAR SPIDER-MAN™

$3.95 US
$5.55 CAN
225
JUN

APPROVED BY THE COMICS CODE AUTHORITY

BONUS:
3-D LIVE ACTION SPIDER-MAN® HOLODISK

McDANIEL

INTRODUCING: THE NEW GREEN GOBLIN!

STAN LEE PRESENTS THE SPECTACULAR SPIDER-MAN!

FOR THE PAST EIGHT YEARS, SAMMY "THE SMILER" SKALEK BLITHELY ROAMED THE STREETS OF MANHATTAN.

THOUGH HOMELESS AND JOBLESS, HE NEVER LOST HIS ETERNAL OPTIMISM, HIS ZEST FOR LIFE...

SAMMY NEVER ONCE SURRENDERED TO DESPAIR...

UNTIL TONIGHT!

HAHAHA

RUN, YOU FILTHY MAGGOT! RUN!!

YOU ARE A DERELICT *PARASITE* WHO LIVES ONLY TO *WEAKEN* THIS FINE CITY, SAPPING ITS *LIFE'S BLOOD!*

BUT THE *RIGHTEOUS* AND THE *JUST* HAVE A NEW *CHAMPION*--

--AND I INTEND TO PROTECT THEM FROM YOU *DEGENERATES!*

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

AARGH!

THAT HORRIBLE SCREAM --WHAT ON EARTH COULD CAUSE A HUMAN BEING TO *HOWL* LIKE THAT?!

OFFICER! OFFICER! IT CAME FROM THAT BACK ALLEY!

MY GOD--!

S-SOMEONE CALL *911*! *HURRY*! TELL THEM I NEED *BACK-UP*--AND AN *EMERGENCY AMBULANCE*!

TH-THAT POOR MAN--HE NEVER HAD A CHANCE!

IT MUST BE THE WORK OF THAT *PSYCHO* I READ ABOUT IN THIS MORNING'S *BUGLE*!

STAY *BACK*! DON'T CONTAMINATE THE CRIME SCENE!

DID ANYONE *SEE* OR *HEAR* ANYTHING OUT OF THE ORDINARY?

YEAH, NOW THAT YOU MENTION IT, I HEARD SOMETHING REALLY *WEIRD*--

"--A *LAUGH* WHICH COULD HAVE ONLY ESCAPED FROM THE LIPS OF A *LUNATIC*!"

HAHAHA

THE RETURN OF THE GREEN GOBLIN

PRESENTED BY STAN LEE

A COOL BREEZE HAUNTS THE CEMETERY, BUT THE MAN THE WORLD RECENTLY KNEW AS PETER PARKER PAYS IT LITTLE HEED.

ALONE, SHROUDED BY HIS OWN SEARING THOUGHTS, HE SEEKS COUNSEL FROM THE DEAD...

...OR, AT LEAST, FROM THOSE HE ONCE BELIEVED DEAD!

THE GREEN GOBLIN IS BACK, HARRY...*

I SAW HIM! FOUGHT HIM!

BUT WITH ALL THE CLONES, SIMULACRA AND DOPPELGANGERS THAT HAVE RECENTLY ENTERED MY LIFE...I... I JUST DON'T KNOW WHAT TO MAKE OF HIM!

HARRY OSBORN In loving Memory

NORMAN OSBORN Beloved Father

*IT HAPPENED IN WEB OF SPIDER-MAN #125.--Eric

TOM DeFALCO WRITER | SAL BUSCEMA PENCIL BREAKDOWNS | BILL SIENKIEWICZ FINISHED ART | ROBINS, OAKLEY, CRESPI & BABCOCK LETTERS | JOHN KALISZ COLORS | ERIC FEIN EDITOR | DANNY FINGEROTH GROUP EDITOR | BOB BUDIANSKY EDITOR-IN-CHIEF

ARE YOU RESPONSIBLE FOR HIS REAPPEARANCE, HARRY? IS HE ANOTHER *TRICK* WHICH YOU SET INTO MOTION BEFORE YOU DIED--

--OR HAVE YOU SOMEHOW FOUND A WAY TO *BEAT* THE GRAVE?!

I REALLY HOPE YOU'RE NOT INVOLVED, HARRY!

HARRY OSBORN

YOU WERE BOTH MY *BEST FRIEND*...AND MY *GREATEST ENEMY!*

AND I WANT YOU TO REST IN PEACE!

WHAT DID I EXPECT TO ACCOMPLISH HERE?

DID I SUBCONSCIOUSLY THINK I'D FIND AN *EMPTY HOLE* INSTEAD OF A COVERED *GRAVE*?!

WHEW! I GOTTA CLEAR MY HEAD!

THIS CLUSTER OF TREES SHOULD PROVIDE ME WITH SUFFICIENT *COVER* TO DO MY COSTUME THING--

--AND MY *SPIDER-SENSE* WILL START BUZZING IF ANYONE GETS NEAR ENOUGH TO SEE ME!

I FEEL SO WEIRD EVERY TIME I HAVE TO USE BEN REILLY'S OUTFIT, BUT MY UNION SUITS HAVE ALL BEEN TRASHED!

MAN, WITH ALL THE SUSPICIONS AND FEARS I HAD WHEN MY *CLONE* FIRST RETURNED, THE GUY CAME THROUGH FOR ME WHEN IT COUNTED *MOST!*

I WAS RECENTLY *ARRESTED* FOR A SERIES OF MURDERS--

--AND *BEN* VOLUNTEERED TO SERVE MY TIME IN PRISON UNTIL I COULD FIND A WAY TO CLEAR *HIM*...er...*ME*!

...er... I'M NOT SURE *WHO* I MEAN!

I JUST KNOW THAT *I'M* INNOCENT, AND I SERIOUSLY DOUBT REILLY WOULD HAVE TRADED PLACES IF *HE* WERE GUILTY...

MY PRIME SUSPECT IS THAT VIGILANTE NUTCASE WHO CALLS HIMSELF *KAINE*!

IF ONLY I COULD *FIND* HIM--!

UNFORTUNATELY, HE'S *NOT* THE ONLY ONE I'VE BEEN HUNTING!

THAT LIST ALSO INCLUDES THE *JACKAL* WHO RECENTLY ESCAPED *RAVENCROFT*--

--AS WELL AS THIS NEW *GREEN GOBLIN*, WHOEVER THE HECK HE IS--

--AND THEN THERE'S THAT WOMAN --THE ORIGINAL CLONE OF *GWEN STACY*!

BRO-THERR, THAT'S QUITE A *LOAD*, EVEN FOR AN EVER-STALWART, WEB-SLINGING SWEETIE LIKE ME!

MAYBE I'D BETTER LOOK IN ON MY FAVORITE *REDHEAD* BEFORE I GET DOWN TO WORK!

THWIPP

THIS IS *INSANE!*

A SUBJECT THE *JACKAL* KNOWS INTIMATELY!

I REALLY DON'T ASK *MUCH* OUT OF LIFE! I'M CONTENT WITH A LITTLE *PEACE, SOME QUIET*--

A DECENT *PIZZA SHOP* WITH A DELIVERY SERVICE!

I SHOULD BE DEVOTING *ALL* MY TIME--

--WITH A FEW QUICK BREAKS TO CATCH THE NEW *STAR TREK* SERIES--

--TO WIPING OUT MANKIND, BUT *NOOOOO!*

SUDDENLY A BRAND, SPANKING NEW *GREEN GOBLIN* HITS THE SCENE, AND LINKS UP WITH *PETER PARKER*--

WHO HAS TAKEN TO WEARING THAT SIMPLY LUDICROUS *SCARLET SPIDER* COSTUME--

--TO RUIN A PERFECTLY INNOCENT LITTLE *FANTASY* I HAD CREATED FOR MYSELF!*

NORMAN OSBORN WAS THE ORIGINAL BAT-GLIDING GOOFBALL, AND THEN HIS DARLING SON *HARRY* TOOK UP THE FAMILY LUNACY!

* SEE WEB #125 FOR DETAILS.--ERIC

IS SOMEONE CREATING *CLONES* BEHIND MY BACK?

DO I HAVE A SECRET *COMPETITOR?* A VALIANT *DARK HORSE* WHO IS INTENT ON RUINING MY *IMAGE?!*

SCRIER, PERHAPS?!

IT'S NO USE! I'LL NEVER BE ABLE TO CONCENTRATE ON MY REAL WORK UNTIL I HAVE AN ANSWER!

WHOA-BABY! JAMESON AND ROBERTSON ARE REALLY GOING AT IT!

ANY IDEA WHY, URICH?

I'M SORRY. THIS IS EDITORIAL, YOU WANT THE SUBSCRIPTION DEPARTMENT!

THEY DISAGREE ON THE AMOUNT OF COVERAGE THE *DAILY BUGLE* SHOULD DEVOTE TO PETER PARKER'S UPCOMING MURDER TRIAL!

YOU HAVEN'T SEEN MY *INTERN*... HAVE YOU, ELLIS?

WHO'S COVERING THAT HOSTAGE SITUATION IN THE BRONX?

BETTY LEEDS!

WHAT'S HER BEEPER NUMBER? THE BRASS JUST CALLED IN CODE:BLUE!

A FIRE ON EAST 28th? I'LL CONNECT YOU WITH THE METRO DESK!

WORKING ON ANYTHING *INTERESTING*, URICH?

THAT SICKO WHO'S SETTING *FIRE* TO PEOPLE ON THE LOWER WEST SIDE!

WHEN IS THIS %@&#*! COMPANY GONNA GET A FAX MACHINE THAT WORKS?

WHERE *IS* THAT INTERN?!

TOO BAD! I'VE BEEN ASSIGNED TO CHECK OUT THE REAPPEARANCE OF THE *GOBLIN!*

HEY, CUSHING! I FINISHED THAT SIDEBAR ON THAT CONVICTED ALDERMAN!

I'M SORRY. THIS IS EDITORIAL, YOU WANT THE SALES DEPARTMENT!

GOODY FOR YOU!

WHERE'S THAT INTERVIEW?

TWO MINUTES!

NEVER SHOULD HAVE HIRED MY LAZY NEPHEW!

TYPESETTING WILL NEVER ACCEPT THIS MESS!

If I know my Peter, he's out risking his fool neck--

--using constant danger to keep his mind off the real issues which are troubling him--

--while I quietly sit at home like an old sitcom stereotype, sewing his--

--costume?!

The geneticist that Ben Reilly took me to visit...

He said our baby could be deformed ...or worse!

And I spend my time sewing this lousy, God-forsaken, piece of--

HUBBA-HUBBA!

YOU DID IT, MARY JANE! YOU FINISHED MY NEW COSTUME!

LOOKS LIKE A REAL BEAUTY--AND I SINCERELY APPRECIATE IT!

PETER, I...I WASN'T EXPECTING YOU SO SOON!

HOPE YOU'RE NOT DISAPPOINTED. I GOT TO MISSING YOU, AND WANTED TO SEE HOW YOU WERE FEELING...

UNFORTUNATELY, I CAN'T STAY LONG. MY *TRIAL* BEGINS IN A WEEK--

--AND I STILL *CAN'T* PROVE MY INNOCENCE!

IF ONLY I COULD LAY MY HANDS ON *KAINE*--!

I WOULDN'T BE SURPRISED TO LEARN THAT *HE* IS THE REAL *SERIAL KILLER!*

STOP IT, PETER! YOU *CAN'T* CONTINUE THIS WAY. YOU SPEND EVERY WAKING MOMENT OBSESSING ABOUT *KAINE, REILLY* AND THE *JACKAL!*

YOU NEED A BREAK!

THE WORLD WON'T *END* BECAUSE YOU CONCENTRATED ON YOUR OWN LIFE FOR A FEW HOURS!

BUT *BEN REILLY* IS ROTTING IN PRISON!

HE *ISN'T* THE ONLY ONE WHO NEEDS YOU!

I...I'M SORRY, PRETTY LADY...I GUESS I'VE GOTTEN SO CAUGHT UP IN THIS EMOTIONAL MAEL-STROM...THAT I MAY HAVE LOST SIGHT OF WHAT'S REALLY IMPORTANT!

PETER, WE HAVE TO DISCUSS THE BABY.

WE NEED TO MAKE A DECISION.

I...I KNOW...BUT I...I NEED MORE TIME...I JUST CAN'T DEAL WITH THAT NOW!

THIS JUST IN! ANOTHER HOMELESS PERSON HAS BEEN SET ABLAZE!

THE TENTH VICTIM OF A RUTHLESS MURDERER!

MARY JANE, I...

I UNDER-STAND, TIGER.

WE'LL TALK LATER!

Poor Peter!

I thought he was ignoring our problems!

From the pain in his voice, I realize I couldn't have been more wrong...

It's obvious that he can't turn off his mind!

He can't escape the pain!

The fear!

Nothing relieves his relentless pressures-

--or provides him with a moment's peace!

I can't even imagine how alone and vulnerable he must feel--

--Never knowing who is waiting to pounce on him--

--Or when the next attack will come!

You did an exceptional job of raising him, May Parker!

God, May, I could really use some advice right now...

I am so worried about the baby.

You were the only one who really understood your nephew!

There is no one else I can possibly confide in, or--

Reilly!

THE WALLS WITHIN THIS DUST-FILLED LOFT ARE CRACKED, DESPERATELY THIRSTING FOR PAINT..

THE FURNISHINGS ARE MEAGER, AND BARELY FUNCTIONAL...

COLORFUL AND DISTINCTIVE, THE **COSTUME** STANDS OUT IN SHARP CON-TRAST...

HESITANTLY, ALMOST FEAR-FULLY, THE LONE FIGURE SLOWLY PULLS HIS **MASK** INTO POSITION-

-AND HIS BODY IS INSTANTLY **JOLTED** BY A SEARING BLAST WHICH ORIGINATES FROM THE MICRO-CIRCUITRY INTER-WOVEN INTO THE GROTESQUE VISAGE!

WITH THE SCORCHING PAIN, HIS HEART BEGINS TO **SPEED**-

-AND HIS MUSCLES **SWELL!**

UNLIKE PETER PARKER, THIS MAN HAS NO BEAUTIFUL WIFE TO FRET OVER HIM...

HE IS **ALONE!**

ALONE WITH HIS **PAIN**...

ALONE WITH THE **GRIM MISSION** WHICH HE HAS ONLY RECENTLY UNDER-TAKEN...

ONCE AGAIN, THE CONCRETE CANYONS OF A FEARFUL CITY WILL ECHO WITH THE CHILLING LAUGHTER OF...

THE GREEN GOBLIN!

HA! HA! HA!

A LIFETIME AGO, WILLIAM GARDNER WAS A BRILLIANT, YOUNG MARKETING CONSULTANT.

UNFORTUNATELY, HE SPECIALIZED IN AN INDUSTRY WHICH CRASHED.

SOME SAY WILLIAM'S OWN ARRO-GANCE MAY HAVE HASTENED THIS CRASH.

OTHERS MERELY DELIGHTED IN HIS FALL.

IN ANY EVENT, WILLIAM IS NO LONGER CONSIDERED BRILLIANT--

--AND HE MAY NOT GET MUCH OLDER!

AT LAST--!

THIS ONE IS *PERFECT!*

I'LL JUST HOVER SILENTLY BEHIND HIM UNTIL--

WHAT THE--?!

KNEW IT WAS ONLY A MATTER OF TIME BEFORE I FOUND SOMEONE LIKE THE OTHERS!

THWIP!

WHOOPS! DID I ACCIDENTALLY SNAG YOUR PUMP-KIN BOMB?!

DON'T WORRY!

I'M SURE I CAN EVENTUALLY **SHAKE** YOU FREE!

IT SHOULDN'T TAKE MORE THAN A FEW DOZEN **BOUNCES** OFF THE SIDE OF THIS BUILDING!

SPIDER-MAN--?!

WELL... **DUH!** WHERE ARE MY BRAINS?!

SHOULD HAVE REALIZED HE'D BE SEARCHING FOR THE NEIGHBORHOOD **PSYCHO!**

KER-RASH!

WHEW BARELY MANAGED TO GUN MY **BAT-GLIDER** SO THAT I'D HIT THIS **WINDOW** INSTEAD OF THE WALL!

NOW **WHAT?!** HE STILL GOT HOLD OF ME!

I COULD TRY TO BLOW OFF HIS WEBBING WITH MY **FINGER BLASTER--**

--BUT I WON'T CHANCE LOSING MY HAND IN A **BACKFIRE!**

MY BEST OPTION IS TO RELEASE MY GRIP... AND ABANDON THE GLOVE!

LUCKILY, I'VE GOT A FEW SPARES BACK IN THE LOFT!

HEY! YOU DIDN'T TELL ME OUR DATE WAS FOR DINNER!

I WOULD HAVE WORN MY FORMAL WEBS!

BAG OFF, BUG MAN!

YOU'VE GOT NO **GRIPE** WITH ME!

CHECK! WHERE'S MY BLASTED CHECK!

NO GRIPE--?

YOU RECENTLY INTERFERED WITH MY ATTEMPT TO STOP WARREN MILES--

--YOU PREVENTED ME FROM CAPTURING THE GWEN STACY CLONE--

--AND YOU'RE A DEAD RINGER FOR MY DEADLIEST ENEMY!

PICKY, PICKY! LIKE YOU'RE Mr. PERFECT?!

EVERYONE'S ENTITLED TO AN OCCASIONAL SCREW-UP!

WHOA! GOTTA FIND THE EXIT! MY RIDE MAY BE BUILT FOR SPEED AND MANEUVER-ABILITY--

--BUT I'M NOT SKILLFUL ENOUGH TO KEEP SKIMMING ABOVE THE HEADS OF THESE DINERS!

Oh, Yeah! I FORGOT TO MENTION--

--YOU'RE ALSO MY TOP CHOICE AS THE SADISTIC SLEAZEBAG WHO'S BEEN SETTING FIRE TO THE LOCAL STREET PEOPLE!

ME?!

CHECK YOUR TUNING, MAN!

LIKE, YOU'RE DEFINITELY ON THE WRONG STATION!

THIS GOBLIN IS ONE OF THE GOOD GUYS!

REALLY?! AM I JUST SUP-POSED TO TAKE YOUR WORD FOR IT--

--OR DID SOMEONE ISSUE YOU A MEMBER-SHIP CARD IN THE LOCAL SUPER HEROES UNION?!

LET'S FACE IT, CHUM! FROM MY CURRENT PERSPECTIVE, THE ONLY THING GOOD ABOUT YOU--

--IS YOUR ABILITY TO CUSHION A FIRST-CLASS BLOW!

SPA-KOOWW

A REAL SWINGER LIKE ME *RARELY* GETS A DECENT WORKOUT!

WHO IS THIS GUY? HE'S CERTAINLY *NOT* ONE OF THE OSBORNS!

I'VE FOUGHT BOTH *NORMAN* AND *HARRY* OFTEN ENOUGH TO RECOGNIZE--

=UFFT<

LIKE, YOU ARE SO *LUCKY* I'M NOT THE MENACE YOU THINK I AM--

--BECAUSE I COULD EASILY USE MY *LUNATIC LAUGH* TO SCRAMBLE YOUR *MIND* LIKE A HIGH CHOLESTEROL NIGHT-MARE!

HEY! THERE'S THE DOORWAY TO THE STREET--!

HIT THE ROAD, WEBS!

SWAK!

WHOEVER THIS CREEP IS, HE PUNCHES AS HARD AS A *PILE DRIVER!*

HE'S OBVIOUSLY BEEN HOLDING BACK!

IS IT ONLY INEXPERIENCE, OR IS HE SINCERELY TRYING TO AVOID INJURING ANYONE?!

MEANWHILE...

PANICKED BY HIS NEAR-MISS WITH THE GOBLIN, WILLIAM GARDNER DIVES EVEN **DEEPER** INTO THE CITY'S BACK STREETS.

UNFORTUNATELY, HE CONTINUES TO BE GUIDED BY THE INSTINCTS WHICH SO THOROUGHLY **RUINED** HIS PROMISING CAREER--

--AND MAY ULTIMATELY PROVE THE **DEATH** OF HIM!

W-WHO ARE YOU?!

HI, THERE!

MY REAL NAME IS UNIMPORTANT. YOU MAY REFER TO ME AS *FIREFIST!*

I AM A SIMPLE PUBLIC SERVANT. A SANITATION ENTHUSIAST WHO SPECIALIZES IN INCINERATING *TRASH!*

HA-HA-HA

YIPPEE! RIDE 'IM, COWBOY!
MOVING OUTDOORS WAS A BIG MISTAKE, GREEN GUY!
NOW I'VE GOT PLENTY OF ROOM TO MANEUVER!
LIKE I CARE!
YOU WANT TO SEE MANEUVERABILITY, WEBHEAD?!
CATCH THIS ACTION--!
ME AND MY BIG MOUTH!
HE WENT INTO A POWER-SPIN... AND ENTANGLED ME WITHIN MY OWN WEBBING!
NOW'S MY CHANCE TO BOOK-- BUT--WAIT! SOMETHING'S HAPPENING IN THAT ALLEY BELOW!
FASCINATING! I KNEW PARKER WOULD EVENTUALLY LEAD ME TO THIS NEW GOBLIN!
MY EXPERIMENTS WITH THE CARRION VIRUS HAVE REACHED A MOST CRITICAL PHASE! I SHOULDN'T WASTE TIME HERE!
BUT I'M TEMPTED TO SIT BACK... AND ENJOY THE SHOW!

This is crazy! I shouldn't be here!

But I needed to talk to someone!

I REALIZE YOU'RE ONLY HERE FOR THE SAKE OF *APPEARANCES*, BUT I STILL APPRECIATE IT!

ACTUALLY, BEN... I COULD USE A LITTLE *ADVICE*.

I'VE BEEN DOING AN AWFUL LOT OF THINKING ABOUT THOSE PRELIMINARY TESTS WHICH WERE RUN BY YOUR GENETICIST FRIEND, *SEWARD TRAINER*.

IF THE ODDS EVENTUALLY PROVE STACKED *AGAINST* MY BABY...

WHAT SHOULD I *DO*?

DON'T EVER GIVE UP *HOPE*, PRETTY LADY! SEWARD HASN'T RENDERED A FINAL VERDICT YET!

WHAT IF MY WORST *FEARS* BECOME REALITY?

IS IT *RIGHT* TO BRING SUCH A CHILD INTO THIS WORLD?

IS IT *FAIR*?

TO THE BABY?!

LOOK, I'M NOT EXACTLY THE MOST *POLITICALLY CORRECT* PERSON ON THIS EARTH...

...AS A *CLONE* WHO SHOULD HAVE BEEN *DESTROYED* YEARS AGO, I'M ABOUT AS *PRO-LIFE* AS YOU CAN GET!

I ALSO REALIZE THAT *YOU* ARE THE ONE WHO'S GOT TO LIVE WITH THIS *DECISION!*

TAKE YOUR *TIME!* GET ALL THE *FACTS!* DON'T LET ANYONE *PRESSURE* YOU INTO SOMETHING YOU'LL EVENTUALLY REGRET!

WHATEVER YOU DECIDE... YOU *WON'T* BE ALONE!

THANK YOU, BEN. I GUESS I NEEDED TO HEAR THAT...

...FROM SOMEONE.

SOMEONE HAS TO TAKE A STAND!

AMERICA IS NO *LONGER* THE GREATEST NATION ON THIS EARTH! IT IS BEING RUINED, POISONED AND WEAKENED BY THE *UNWANTED* AND *UNWASHED!*

ANYONE WHO DOES NOT *CONTRIBUTE* TO THE BENEFIT OF HIS SOCIETY DOES NOT DESERVE TO *LIVE* IN THAT SOCIETY!

P-PLEASE DON'T HURT ME!

I DIDN'T DO ANYTHING!

THIS ISN'T FAIR! IT ISN'T RIGHT!

HANG ON, PAL!

YOU'RE SUDDENLY ABOUT TO MOVE *UP* IN THE WORLD!

WHOA! THIS DUDE IS *RIPE*-- BUT THAT'S NO REASON FOR HIM TO *DIE!*

WHAT THE--?!

YO, Mr. MUSCLES! I SEE YOU LIKE TARGETS ON THE *HELPLESS* SIDE!

WHO'S NEXT ON YOUR LIST-- THE *AGED* OR THE *AILING?*

THIS IS SO *WEIRD!* I THOUGHT THE *GOBLIN* WAS THE KILLER...

THOMP!

DID HE LEAD ME HERE TO *SAVE* A LIFE-- OR IS THIS ONLY A CONVENIENT *DISTRACTION* TO AID HIS ESCAPE?!

HA! YOU DIDN'T REALIZE MY *GAUNTLET* IS ALSO A MINIATURE *FLAME-THROWER!*

IF YOU THINK *THAT'S* A NEAT TRICK--

--WAIT'LL YOU SEE ME *TRANSFORM* YOUR POINTY LITTLE HEAD INTO MY PERSONAL *PUNCHING BAG!*

YOU MASKED VIGILANTES ARE *USELESS!*

YOU HAVE *FAILED* IN YOUR SACRED OBLIGATION TO PROTECT THIS GREAT COUNTRY!

AND HERE I THOUGHT WE ONLY EXISTED TO BOOST *MERCHANDISING!*

HEY! WHAT HAPPENED TO MY BAT-GLIDING BUDDY? WHERE'D HE *GO?!*

ALMOST A DOZEN BLOCKS AWAY...

HERE'S A *FRESH* IDEA, MAN...

RUN-- DON'T WALK --TO THE NEAREST *SHELTER* OR COP *HOUSE!*

YOU NEED A *SAFE* CRIB--

--AND A *MEGA-BATH!*

WHOO-BABY! I DON'T KNOW IF I SHOULD *FUMIGATE* THIS COSTUME--

--OR JUST *BURN* IT!

I SEEM TO BE A MAJOR *WASTE* WHEN IT COMES TO THE HERO SCENE! MAYBE I SHOULD JUST *BAG* THE WHOLE BIZ, AND--

WHOA! WHAT'S THAT *SOUND--?!*

KWOOM!

HA! HA! HA!

Oh, SWELL! HE TAGGED THAT BUILDING WHILE I WAS IN MID-LEAP!

CAN'T AVOID IT--!

KRA-KA-BWAK!

HA HA HA!

:unnnh:

THOUSANDS OF OUR BOYS-- MY BRAVE BROTHERS-IN-ARMS-- LOST THEIR LIVES IN *DEFENSE* OF THIS NOBLE NATION!

SUCH HEROIC *SACRIFICE* CAN-NOT BE IN VAIN!

THIS LAND MUST BE PURIFIED OF *FILTH* AND *SLOTH!*

THE TRUE SOCIAL ORDER WILL BE ***RESTORED!***

AND YOU MUST BE STOPPED FROM INTERFERING-- *PERMANTLY!*

BRO-THER! I FIND SUCH LONG-WINDED ORATIONS SO BORING--

--UNLESS I'M THE ORATOR!

I STILL HAVE USE FOR PARKER! I CAN'T ALLOW THAT GENETIC MISANTHROPE TO KILL HIM, OR--WAIT! SOMEONE'S COMING!

"IT'S THE GREEN GOBLIN!"

BACK OFF THE WEB-MAN!

RETURNING HERE IS TOTALLY PSYCHO!

STANDARD OPERATING FOR ME!

HA-HA-HA

UGNH! THESE STUPID BATS-- THEY'RE RAZOR-SHARP!

AND THAT HIGH-PITCHED LAUGH-- SO EERIE, SO HAUNTING!

FASCINATING! THIS GOBLIN SEEMS CAPABLE OF ACHIEV-ING A WIDE RANGE OF SONIC FREQUENCIES!

UNLESS I MISS MY GUESS, HE CAN EMPLOY LAUGHTER AS A WEAPON!

HOWEVER, ONE THING'S FOR CERTAIN...

HE'S NO OSBORN!

WE'RE ONLY WASTING TIME, JONAH!

JUST LOOK AT THE COMPETITION--!

"JURY SELECTED!

TRIAL BEGINS!

PHOTOGRAPHER TO FEATURE

THE TIMES! THE DAILY NEWS! THE POST! NEWSDAY! EVERYONE'S PLAYING UP THE PARKER TRIAL!

EVERYONE EXCEPT US!

YOU ALREADY KNOW HOW I FEEL, JOE.

THAT'S THE TROUBLE! YOU'RE FEELING... WHEN YOU SHOULD BE THINKING LIKE A NEWSPAPERMAN!

PARKER IS ONE OF US! HE'S A MEMBER OF THE STAFF, AND A GOOD FRIEND! BUT HE'S ALSO NEWS!

THE DAILY BUGLE DIDN'T PICK UP ALL THESE JOURNALISM AWARDS AT A FLEA MARKET!

WE HAVE A RESPONSIBILITY TO OUR READERS! WE CAN'T INDULGE OURSELVES!

WE CAN NEVER LOSE SIGHT OF THE BIG PICTURE!

'NUFF SAID!

PHOTOGRAPHER TO FEATURE

TRIAL BEGINS!

"JURY SELECTED!

AS FASCINATING AS THIS ALL IS, I CAN NO LONGER ALLOW IT TO *DISTRACT* ME! I MUST RETURN TO MY *CARRION VIRUS!*

AND YET, I DARE NOT LEAVE UNTIL I AM ASSURED THAT *PARKER* IS--

HA HA HA

STOP IT! STOP THAT INFERNAL LAUGHTER!

I CAN'T *THINK!* CAN'T *CONCENTRATE* WITH IT RATTLING MY BRAIN!

ALL RIIIIIGHT!

WHO IS THIS NEW GREEN GOBLIN?

WHAT'S HIS STORY?

WHY DID HE RETURN TO SAVE ME?

WHEW! I FINALLY MANAGED TO WORK UP ENOUGH LEVERAGE TO BUST FREE!

BUT I WOULD'VE BEEN *CHARRED TOAST* IF IT HADN'T BEEN FOR THE GOBLIN!

SOMETHING TELLS ME THESE QUESTIONS WILL HAVE TO *WAIT--!*

Y'KNOW SOMETHING, FIRE-FIST? *SUBTLE*, YOU'RE NOT--!

BUT THEN ...NEITHER AM *I*!

STAY *BACK*, SPIDER-MAN! I *BEAT* YOU ONCE--!

GET *REAL*, HOTSTUFF! YOU MAY HAVE CAUGHT A FLUKE BREAK... BUT I'VE GONE NOSE TO NOSE WITH THE *HUMAN TORCH*!

COMPARED TO HIM, YOUR FIRE IS ABOUT AS *POTENT* AS CANNED CHILI!

WHOA! THE WEB-SWINGER'S SUDDENLY SHIFTED INTO HIGH GEAR!

I-- I'VE NEVER SEEN ANYONE MOVE SO *FAST*!

HE'S *RICOCHETING* OFF THE WALLS LIKE A LIVING PINBALL!

I'VE GOT A FLASH FOR YOU, FIREFIST! BENEATH YOUR FANCY WORDS AND HEAVY WEAPONRY, YOU'RE NOTHING BUT A BIG *BULLY*!

--AND A COMMON *MURDERER*!

PWA-KWAK

NIGHTY-NIGHT!

GAME'S OVER!

AND I AM *OUT* OF HERE!

TALK ABOUT A *TRASH* DAY!

I LOST A *GLOVE*...

...MADE A TOTAL *JERK* OUT OF MYSELF IN FRONT OF EVERYONE IN THAT RESTAURANT...

...BARELY *SURVIVED* AGAINST A SECOND-RATE STOOGE...

...AND PROBABLY CONVINCED *SPIDER-MAN* THAT I REALLY AM A MENACE!

Yeah, LIKE I'M A REAL *PRIMO HERO!*

MAYBE I SHOULD JUST *LOSE* THIS GIG!

ALTHOUGH, MY *LUCK* COULDN'T POSSIBLY GET ANY WORSE...

...COULD IT?

LOOKS LIKE MY LUCK IS RUNNING TRUE TO FORM! I NABBED THE *PSYCHO* WHO'S BEEN TERRORIZING THE WEST SIDE...

...BUT THE *GOBLIN* STILL MANAGED TO GET AWAY!

THWIPP

"--BUT THE BUZZ IS STARTING TO FADE!"

I SUPPOSE I COULD SWING AROUND THE AREA, AND--*NAH!* I'VE HAD ENOUGH ACTION FOR ONE NIGHT!

IT'S HIGH TIME MARY JANE AND I HAD A *HEART-TO HEART* ON THE BABY!

THIS WEBBING OUGHT TO HOLD SLEEPING BEAUTY UNTIL THE BOYS FROM *911* CAN ARRIVE AND--*HEY!* I JUST NOTICED A MINOR TWINGE FROM MY *SPIDER-SENSE!*

LIKE THERE WAS SOMETHING IN THE VICINITY WHICH I COULD CONSIDER *A THREAT*--

THINGS CAN'T POSSIBLY BE AS BAD AS THEY SEEM...

...CAN THEY?!

SOMETIME LATER...

WHERE DOES THE TIME GO?

THAT SETTLES IT! I SIMPLY CAN'T ALLOW ANYTHING ELSE TO DISTRACT ME UNTIL I'VE COMPLETED MY PREPARATIONS TO ELIMINATE THE HUMAN RACE!

JACKAL--!

Oh...

IT'S YOU!

COME IN, MY DEAR BOY...

...I'VE BEEN EXPECTING YOU!

WHOO-BABY! ANOTHER **PETER PARKER,** OR ONE WE'VE SEEN BEFORE?! YOU'LL HAVE TO WAIT UNTIL **NEXT ISSUE** TO FIND OUT!

MEANWHILE, THE TENSION SHIFTS INTO SUPER-DRIVE NEXT WEEK AS THE EVER-MYSTERIOUS **KAINE** RETURNS! BUT THERE'S EVEN MORE IN STORE FOR YOU IN **WEB OF SPIDER-MAN #126** AS WE BEGIN THE STARTLING FIRST CHAPTER OF: **"THE TRIAL OF PETER PARKER!"** AND BE BACK HERE FOR SPECTACULAR #226 AS WE **FINALLY** FIND OUT WHO IS THE **REAL** PETER PARKER!

"HE WAS SUCH A NICE BOY..."

BASED ON EARLIER WORKS BY **STAN LEE & STEVE DITKO** · ADAPTED BY **TOM DEFALCO**
PENCIL BREAKDOWNS BY **SAL BUSCEMA** · INK FINISHES BY **JIMMY PALMIOTTI**
LETTERED BY **DAVE SHARPE** · COLORED BY **JOHN KALISZ** · EDITED BY **ERIC FEIN**
GROUP EDITOR **DANNY FINGEROTH** · EDITOR IN CHIEF **BOB BUDIANSKY**

"LOOK, I'M PRETTY SURE EVERYBODY'S TELLING YOU THAT *PETER PARKER* IS A REAL SWEETHEART OF A GUY.

"ME, I PRACTICALLY GREW UP WITH HIM, AND I WAS ALWAYS CONVINCED HE WAS A TOTAL ***WUSS!***

SAY, GANG WE NEED ONE MORE GUY FOR THE DANCE! HOW ABOUT *PETER PARKER* OVER THERE?

ARE YOU *KIDDIN'?* THAT *BOOKWORM?!*

HE'S MIDTOWN HIGH'S ONLY PROFESSIONAL WALLFLOWER!

"YEAH, HE WAS THIS CLEAN CUT *HONOR STUDENT*--

"--THE TYPE MORE LIKELY TO HANG OUT WITH THE *TEACHERS* THAN HIS FELLOW STUDENTS!

SEE YOU AROUND, BOOKWORM!

"TO TELL YOU THE TRUTH, I COULDN'T *STOMACH* HIM IN HIGH SCHOOL!"

101693

IT WASN'T UNTIL WE HIT *COLLEGE* THAT I REALLY GOT TO KNOW HIM.

WE'VE NEVER EXACTLY BEEN WHAT ANYONE WOULD CALL *CLOSE*... BUT I'VE GROWN TO *LIKE* THE MAN ... AND *RESPECT* HIM.

HE'S A *DECENT* GUY, MR. URICH. A REAL STRAIGHT SHOOTER!

AS YOU KNOW, MR. THOMPSON, PARKER IS ABOUT TO GO ON *TRIAL* FOR A RATHER BRUTAL SERIES OF *MURDERS*.

PETE'S *INNOCENT!* THERE'S NO WAY HE'S A *PSYCHO KILLER!*

NOW, IF YOU'LL EXCUSE ME, I'VE GOT WORK TO DO...

DO YOU THINK FLASH THOMPSON SINCERELY BELIEVES IN PARKER, OR WAS HE MERELY STICKING UP FOR AN OLD FRIEND?

DON'T KNOW! DON'T CARE! I'M AN INVESTIGATIVE REPORTER, *ANGELA*... NOT A POP PSYCHOLOGIST!

I ONLY REPORT THE *FACTS*...

THE *EVIDENCE* AGAINST HIM SEEMS RATHER CONCLUSIVE.

THEY GOT THE *WRONG* MAN!

THE READERS CAN DRAW THEIR OWN OPINIONS.

"I CERTAINLY *DO* REMEMBER YOUNG PARKER.

"HE ACHIEVED THE HIGHEST *SCHOLASTIC AVERAGE* IN HIS GRADUATING CLASS!

YOU HAVE AN AMAZING *MEMORY*, MR. DAVIS!

NOT AT ALL! I WAS THE SCHOOL'S *PRINCIPAL* AT THE TIME, AND PARKER WAS A *REMARKABLE* STUDENT.

ASIDE FROM HIS ACADEMIC ACCOMPLISHMENTS, DO YOU RECALL *ANYTHING* UNUSUAL ABOUT HIM?

"I BELIEVE YOUR PUBLISHER, *J. JONAH JAMESON*, SPOKE AT HIS COMMENCEMENT."

"NOW THAT YOU MENTION IT, THERE WAS A CURIOUS *INCIDENT* WITH OUR STAR ATHLETE, FLASH THOMPSON...

LOOK OUT, YOU DUMB CLOWN! MY *GLASSES*--!!

"THE GLASSES WERE *SHATTERED* BEYOND REPAIR--

"--AND THE TWO BOYS DECIDED TO SETTLE THEIR DIFFERENCES IN THE SCHOOL GYM!

"PARKER SURPRISED US ALL, EASILY PROVING VICTORIOUS OVER HIS PARTICULAR GOLIATH!

"HE WAS NOT THE *FRAIL BOOKWORM* EVERYONE IMAGINED!"

ODD! NOW THAT I THINK OF IT, PARKER NEVER WENT BACK TO WEARING GLASSES.

I CAN ONLY ASSUME HE SWITCHED TO *CONTACT LENSES*...

"THE CHARGES AGAINST PETER ARE COMPLETELY ABSURD!

"I'VE KNOWN HIM SINCE HE WAS A BABY, EVER SINCE HIS PARENTS ENTRUSTED HIM TO BEN AND MAY'S CARE.

"HE WAS ALWAYS SO SWEET, SO PRECIOUS!"

THANK YOU FOR AGREEING TO THIS INTERVIEW, MRS. WATSON.

I'LL DO ANYTHING TO HELP PETER! HE'S MARRIED TO MY NIECE, YOU KNOW. THEY... THEY'RE EXPECTING THEIR FIRST CHILD!

YOU CAN'T IMAGINE THE HAVOC BEING WREAKED UPON THEM!

"MAY AND BEN PARKER WERE GOOD, HARD-WORKING PEOPLE... AND THEY THOUGHT THE SUN ROSE AND SET ON THEIR NEPHEW.

"THEY WERE AS CLOSE, AS HAPPY AS ANY FAMILY I'VE EVER KNOWN...

A HAPPY HOME

WHAT CAN YOU TELL ME ABOUT PETER'S EARLY YEARS?

"EVEN THOUGH THEIR LIVES WERE MARRED BY TRAGEDY!

"FIRST, PETER'S PARENTS VANISHED WHILE ON SOME HUSH-HUSH MISSION FOR THE GOVERNMENT--

"--AND THEN, YEARS LATER, BEN WAS MURDERED BY A MUGGER!

PETER WAS ALWAYS SUCH A NICE, POLITE BOY!

HE JUST COULDN'T BE A KILLER!

"I DOUBT MAY COULD HAVE FOUND THE STRENGTH TO GO ON IF IT HADN'T BEEN FOR PETER.

"HE BECAME HER ROCK, NEVER LEAVING HER SIDE.

"IT WAS ALMOST LIKE HE FELT RESPONSIBLE FOR HIS UNCLE'S DEATH!"

"IT'S ALMOST FUNNY. WHEN I THINK BACK TO MY EARLIEST MEMORIES OF PETER,, I SEE THIS QUIET AND DAPPER YOUNG MAN -- "

DAILY BUGLE
SPIDER-MAN
THREAT OR MENACE?

--WHO WAS ALWAYS PROMISING HIS DOTING AUNT THAT HE WOULDN'T EXERT HIMSELF!

DIDN'T YOU *DATE* HIM FOR AWHILE ?

THAT WAS A *LONG* TIME AGO...

I WON'T INCLUDE IT IF IT MAKES YOU UNCOMFORTABLE, BETTY...

"THANKS, BEN. I APPRECIATE IT. THINGS MAY NOT HAVE WORKED OUT FOR US, BUT PETER MEANT QUITE A *LOT* TO ME AT ONE TIME.

"I STILL REMEMBER THE FIRST TIME WE GOT TOGETHER... THE *VULTURE* WAS ATTEMPTING TO ROB THE *DAILY BUGLE'S* PAYROLL WHEN *SPIDER-MAN* SHOWED UP!

"TALK ABOUT UTTER *CHAOS*! THOSE TWO *MANIACS* ALMOST DESTROYED THE PLACE!

"THINGS WERE FINALLY BEGINNING TO SETTLE DOWN WHEN..."

HI, BETTY! WHAT ARE YOU DOING BEHIND THAT DESK?

IT'S THE ONLY SAFE PLACE! THIS OFFICE WAS A *MADHOUSE* A FEW MINUTES AGO!

MIND IF I JOIN YOU?

BY THE WAY, WHERE WERE *YOU* WHILE SPIDER-MAN WAS BATTLING THE VULTURE?

ME? OH... I WAS HIDING IN A CLOSET!

I'M AFRAID I'M JUST *NOT* THE HEROIC TYPE!

I ALWAYS LIKED *THAT* ABOUT PETER! HE NEVER *PRETENDED* TO BE SOMEONE HE WASN'T!

I CAN'T BELIEVE HE'S BEING ACCUSED OF LIVING SOME *SECRET LIFE!*

"HE WAS ALWAYS SO *STABLE*, SO *SECURE!*

"THE MAN WAS A VERITABLE PILLAR OF STRENGTH WHEN I LOST MY BROTHER--"

--AND MY HUSBAND!

SORRY, BETTY...

I, UH, DIDN'T MEAN TO DREDGE UP ANY PAINFUL MEMORIES!

:HARRUFF: I WISH SOMEONE WOULD PAY *ME* TO CHAT AWAY THE DAY...BUT I HAVE A *NEWSPAPER* TO GET OUT!

IT'S, UH, NOT WHAT IT LOOKS LIKE, MR. JAMESON!

WE'RE ACTUALLY *WORKING* HERE...

REALLY--?!

PETER'S THE ONE WHO DESERVES YOUR SYMPATHY, BEN! THE CHARGES AGAINST HIM ARE TOTALLY *INSANE!*

JOE ROBERTSON ASKED ME TO DO A BACKGROUND STORY ON *PARKER*. YOU KNOW, TALK TO HIS OLD FRIENDS...

SO *YOU* DECIDED TO SAVE YOURSELF SOME SHOE LEATHER BY INTERVIEWING YOUR FELLOW STAFFERS ON THE *BUGLE*...

MAYBE IT'S ONLY ME, ULRICH... BUT A STORY ABOUT A REPORTER INTERVIEWING OTHER REPORTERS DOESN'T REALLY SCREAM *PULITZER!*

WITH THE POSSIBLE EXCEPTION OF MR. ROBERTSON, *YOU* KNOW PETER PARKER BETTER THAN ANYONE ELSE ON THIS PAPER, MR. JAMESON.

THAT'S PROBABLY TRUE, *MISS YIN*... BUT THE BOY ALWAYS DID HAVE HIS SECRETS!

"HE WAS STILL IN *HIGH SCHOOL* WHEN HE FIRST BEGAN SELLING FREELANCE *PHOTOS* TO THE BUGLE!"

THESE PICTURES ARE *SENSATIONAL!* HOW'D A KID LIKE *YOU* GET THEM?

SORRY, SIR, BUT I CAN'T REVEAL MY METHODS!

"FOR YEARS I WAS CONVINCED HE HAD SOME SORT OF FINANCIAL ARRANGEMENT WITH THAT MISERABLE *SPIDER-MAN.*

"I EVEN PAID GOOD MONEY TO HAVE HIM *FOLLOWED*...

"EVENTUALLY, PARKER ADMITTED IT WAS *TRUE.*"

I KNOW THAT WALL-CRAWLING *CREEP* CLAIMED THE CREDIT FOR CAPTURING THE *BURGLAR* WHO MURDERED PARKER'S UNCLE, BUT...

WAIT! WHY DIDN'T I SEE IT BEFORE?! PARKER IS *NO* SERIAL KILLER!

HE'S *COVERING* FOR THE REAL MURDERER!

HE'S COVERING FOR *SPIDER-MAN!*

DID I DO WRONG?

YOU SNAP THE PICTURES. I'LL ASK THE QUESTIONS!

JOE! JOE! I HAVE A NEW ANGLE I WANT YOU TO COVER!

WHAT DO YOU THINK OF JAMESON'S THEORY?

NOT MUCH!

GOT TO ORGANIZE MY *NOTES* INTO A COHERENT ARTICLE... BUT A KEY ELEMENT SEEMS TO BE *MISSING*!

HOW DOES A *QUIET BOOKWORM* GROW UP TO BECOME A *PHOTOGRAPHER* WHO SPECIALIZES IN SENSATIONAL ACTIONS SHOTS OF *SUPER HEROES* AND *VILLAINS*?!

SOMETHING MUST HAVE HAPPENED TO HIM IN HIGH SCHOOL! SOMETHING WHICH GAVE HIM BOTH CONFIDENCE AND COURAGE!

DAILY BUGLE

SPIDER

I'M SURE THE *ANSWER* IS OUT THERE SOMEWHERE. IT'S *GOT TO BE*!

DAILY BUGLE

SPIDER-MAN

THREAT OR

MENACE

BUT I CAN'T EVEN GUESS *WHERE* TO LOOK!

DAILY BUGLE

SPIDER-MAN

THREAT OR

MENACE?

END

MARVEL COMICS

ONLY $1.50 U.S.

52.10 CAN

126

JUL

APPROVED BY THE COMICS CODE AUTHORITY

WEB OF SPIDER-MAN

THE TRIAL OF PETER PARKER

PART 1 of FOUR

JRJR '95

JUST WHEN I THOUGHT MY LIFE COULDN'T GET ANY **WEIRDER.**

I MEAN, OKAY-- I'VE GOT A **CLONE.** WHO I THOUGHT WAS **DEAD.** WHO TURNS OUT TO HAVE BEEN ALIVE ALL THESE YEARS, WANDERING THE COUNTRY.

ONLY, WHILE HE WAS OUT THERE, HE MADE AN **ENEMY.** WHO FRAMED HIM-- SO HE SAYS-- FOR MURDER.

GUESS WHO'S GOT **IDENTICAL** FINGERPRINTS TO **REILLY.** GUESS WHO **MISTAKENLY** GOT ARRESTED.

ME-- PETER PARKER, YOUR FRIENDLY NEIGHBORHOOD **SPIDER-MAN.**

I'M FREE 'CAUSE REILLY DID THE RIGHT THING-- **SWITCHED** PLACES WITH ME-- IS ON TRIAL FOR ME EVEN NOW-- SO I COULD CLEAR MYSELF.

AND HE GAVE A TIP ON WHERE TO START, TOLD ME WHO HE THINKS THE **REAL** MURDERER IS: **KAINE.** THE GUY WHO'S BEEN MESSING UP MY LIFE FOR A WHILE NOW.

PROBLEM IS, HOW DO I FIND KAI--

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

YOU UNDERESTIMATE ME, PETER--AND YOU DISAPPOINT ME AS WELL!!

DO YOU BELIEVE ME TO BE SO IGNORANT THAT I WOULDN'T EXPECT YOUR COMING AFTER ME?!? THAT ONCE YOU AND REILLY HAD MADE YOUR LITTLE "SWITCH"--

WHAK!

--I WOULDN'T BE READY FOR YOU?!?

BUT THAT'S NOT YOUR MISTAKE... YOUR MISTAKE WAS IN INVOLVING YOURSELF IN MATTERS THAT DON'T INVOLVE YOU!!

--UNGGH!

DON'T INVOLVE... YOU FRAMED ME FOR MURDER!

KREEEA

REILLY, PETER--I FRAMED *REILLY!!*

AND WHILE I NEVER *INTENDED* FOR YOU TO GET *DRAWN* INTO *MY* WEB...

...NOW THAT YOU'VE TAKEN *PITY* ON THAT *PATHETIC LOSER*, NOW THAT YOU'VE CHOSEN TO *HELP* HIM--

:UNGH:

--YOU FORCE ME TO *TEACH* YOU THE *ERROR OF YOUR WAYS!!*

--CHILDREN?!

KAINE EITHER DOESN'T SEE THEM, OR DOESN'T *CARE*--

--BUT I DO!!

THWIP

THWIP

AND I'LL USE MY WEBBING TO SLOW HIM DOWN.

...

THAPT

KRAKT

--LET'S SEE HOW *HE* LIKES BEING *BLIND-SIDED...?!*

AND WHILE MY ERSTWHILE ATTACKER RECOVERS FROM *THAT*-- THAT'S MY CUE TO GET EVERYONE--

--OUT, OUT!!

I DON'T NEED MY *SPIDER-SENSE*, KAINE--

--TO KNOW YOU'RE JUST *BEGGING* FOR A PIECE OF *THIS!*

PWAK

DON'T LOOK SO SURPRISED. IT'S A DANCE STUDIO. I CAUGHT YOUR REFLECTION IN THE MIRROR.

NOW LET'S TALK ABOUT THAT *CONFESSION* I'M ABOUT TO *BEAT* OUT OF YOU...!

THE MANHATTAN CITY COURTHOUSE

HEAR YE, HEAR YE, THIS COURT IS NOW IN SESSION, THE HONORABLE SANDRA FRANKLIN PRESIDING--

--THE CASE: *THE CITY OF NEW YORK VS. PETER PARKER.*

Stan Lee presents

OPENING STATEMENTS

THE TRIAL OF PETER PARKER · PART 1

GENTLEMEN, I IMPRESS UPON YOU THAT THE *ORDER* OF THIS COURTROOM WILL BE RESPECTED THROUGHOUT THE COURSE OF THESE PROCEEDINGS.

DUE TO THE NATURE OF THIS CASE...

THE JUDGE CONTINUES TO SPEAK, BUT HE CAN NO LONGER HEAR HER.

INSTEAD, HE RUNS IT ALL THROUGH HIS MIND, ONE MORE TIME...

TODD DEZAGO
COURTROOM COVERAGE

ROY BURDINE
POLICE ARTIST

RANDY EMBERLIN & DON HUDSON
COURTROOM ARTISTS

KROL, CRESPI & BABCOCK
COURT STENOGRAPHERS

KEVIN TINSLEY
COLOR COMMENTARY

ERIC FEIN
JUDGE

DANNY FINGEROTH
JURY

BOB BUDIANSKY
EXECUTIONER

HE'S THE ONE RESPONSIBLE FOR THIS ENTIRE SITUATION--

FOR ALL OF HIS ADULT LIFE, TROUBLE HAS PLAGUED BEN REILLY--FOLLOWED HIM FROM PLACE TO PLACE--

AND WHEN HE RETURNED HERE, TO NEW YORK, HE BROUGHT THAT TROUBLE WITH HIM--

--HE BROUGHT KAINE.!!

IT'S KAINE WHO COMMITTED THESE MURDERS--KAINE WHO PLANTED THE FINGERPRINTS--

BUT AS KAINE DESPERATELY TRIED TO FRAME BEN REILLY...

...IT WAS PETER PARKER WHO WAS APPREHENDED AND ACCUSED OF THE TERRIBLE CRIMES!!

AND SO, BEN DID THE RIGHT THING--

--WHAT PETER WOULD DO.

SACRIFICING EVERYTHING--

--HE TRADED PLACES WITH HIM.!!

...OVERRULE SUCH AN OBJECTION.

DISTRICT ATTORNEY TOWER, AT THIS TIME I INVITE YOU TO BEGIN THE PROCEEDINGS WITH YOUR OPENING STATEMENT.

THANK YOU, YOUR HONOR.

LADIES AND GENTLEMEN OF THE JURY, AS DISTRICT ATTORNEY, ONE OF THE FUNCTIONS OF MY OFFICE IS TO BRING TO JUSTICE THOSE INDIVIDUALS WHO IGNORE THE RULES AND REGULATIONS SET DOWN BY OUR SOCIETY.

TO MAKE THESE PEOPLE ANSWER FOR THEIR CRIMES AGAINST OTHERS...AND AGAINST SOCIETY AS WELL.

IT'S A RESPONSIBILITY I TAKE *VERY* SERIOUSLY.

BECAUSE I DON'T BELIEVE THAT WE SHOULD HAVE TO LIVE IN *FEAR* OF THOSE WHO ACT ON THEIR MOST *PRIMAL URGES*--

--PEOPLE WHO CALCULATE AND CARRY OUT *HEINOUS* AND *VILE* ACTS OF VIOLENCE-- WHO ARE GUILTY OF HORRIBLE ATROCITIES--

--PEOPLE WHO COMMIT *COLD-BLOODED MURDER!*

PEOPLE LIKE... *PETER PARKER!*

I'LL APOLOGIZE TO YOU IN ADVANCE FOR THE *EVIDENCE* AND *LURID PHOTOGRAPHS* YOU, AS THE JURY, WILL BE *FORCED* TO LOOK AT. I'LL APOLOGIZE THAT YOU'LL HAVE TO *LISTEN*--

--AS WE GO OVER, STEP-BY-STEP, THE *DERANGED, PSYCHOTIC* ACTIVITIES OF A COMPLETELY *AMORAL* *KILLER!!*

--THAT BY THE TIME THESE PROCEEDINGS ARE *OVER,* WE WILL HAVE *LOCKED AWAY* THIS *PREDATOR*--

AND I HAVE *FAITH,* THAT ALTHOUGH SOME OF THE THINGS WE ARE *MADE* TO *SEE* AND *HEAR* THROUGHOUT THE COURSE OF THIS TRIAL MAY BE *UNSETTLING*--

--THIS *MONSTER*--

--AND BRING US ALL ONE STEP CLOSER TO A SOCIETY WHERE WE DON'T HAVE TO LIVE IN *FEAR!!*

C'MON, PETER... I HAVE FAITH IN *YOU,* MAN...

...YOU CAN FIND KAINE... AND FIND *SOME WAY*-- TO PROVE THAT *HE'S* THE *KILLER*...

...AND GET ME *OUT* OF THIS *MESS.*

THE DANCE STUDIO.

DON'T FOOL YOURSELF, PETER!! YOU'LL GET NO COOPERATION FROM ME!!

...NOT ON REILLY'S BEHALF...!

AND WHILE THE ORDER OF EVENTS DID NOT OCCUR AS I HAD ORIGINALLY PLANNED--

--I WILL BE VERY HAPPY TO WATCH AS REILLY IS HANDED THE DEATH SENTENCE FOR THE GRISLY MURDERS HE'S COMMITTED...

...NO MATTER WHAT NAME HE'S CONVICTED UNDER...

YEAH, WELL YOU'RE TALKING ABOUT A FRIEND OF MINE, KAINE...

...AND YOU'RE GOING DOWN TO THAT COURTHOUSE TO CONFESS, EVEN IF THE ONLY MODE OF TRANSPORTATION WE CAN FIND FOR YOU IS MY FISTS!!

KLASSHHHH

PAK

IT'LL TAKE MORE THAN YOUR FLIPPANT BANTER TO DO THE JOB. I'M STRONGER THAN YOU--MORE POWERFUL--

AND AS RELUCTANT AS I AM TO PROVE IT TO YOU--

--I WILL IF I MUST!!!

BUT HIS ANGER'S GOT HIM OFF-BALANCE, SO ALL IT'LL TAKE IS ONE LITTLE TAP--

TAP

--AND KAINE'S HAVING A CONVERSATION WITH THE HARDWOOD FLOOR!

CAN'T BE TOO COCKY, THOUGH...

KAINE'S RIGHT! HE IS POWERFUL! MAYBE MORE POWERFUL THAN ME...! WHICH NATURALLY LEADS ME TO WONDER--

--WHERE THE BLAZES DID KAINE COME FROM?!

CHUNKK

I DON'T THINK YOU REALIZE HOW MUCH I *RESPECT* YOU, PETER--

--HOW I *ADMIRE* YOUR FIERCE DETERMINATION-- YOUR *FORTITUDE*-- YOUR ABILITY TO *DRIVE* YOURSELF TO *TRIUMPH!*

THWAAP

SWAK!

I HOLD YOU IN SUCH *HIGH REGARD*--

KRAK

--THAT IT ALMOST *PAINS* ME TO DO THIS!

BUT YOU MUST BE SHOWN!!

DO YOU SEE, PETER--

--DO YOU SEE?!?

IT'S *YOU!!* YOU, WHO HAVE ALWAYS RISEN TO THE CHALLENGE, YOU, WHO HAVE *SURVIVED*-- WHO HAVE *SUCCEEDED*--

--WHO HAVE OVERCOME SUCH ADVERSITY YOU CAN'T EVEN BEGIN TO IMAGINE!!

IT'S YOU!! IT WAS NEVER REILLY!

REILLY DOESN'T EVEN DESERVE YOUR CONSIDERATION!!!

SKRASH

WHAT TH--?!

=UNGH= HEAD SPINNING...

...OH, GREAT... MORE PEOPLE...

...THE WAY KAINE IS...RANTING ON... SOMEONE'S GOING TO GET... KILLED...

GOT TO LURE KAINE OUT OF HERE...

...SO WOBBLY... IF I CAN JUST FOCUS LONG ENOUGH TO...

THWIP

I CAN SEE YOU NEED SOME MORE CONVINCING--!

SNAPT

YOUR LOYALTY TO REILLY IS ENDEARING, AND SO TRUE TO YOUR NATURE!!

BUT BELIEVE ME, PETER, WHEN I SAY THIS--

REILLY WILL FALL!!!

AND I MEAN TO SEE THAT SO MUCH, THAT I'M PREPARED TO WALK OVER YOUR TWISTED, BROKEN BODY TO DO IT.!!!

OUTSIDE THE NEW YORK COUNTY COURTHOUSE.

COME ON, KAINE...

...HOW COULD YOU *POSSIBLY* RESIST *THIS...?*

THE TRIAL OF *PETER PARKER* --THE MAN YOU FRAMED FOR THE MURDERS YOU COMMITTED--

--DON'T YOU WANT TO WATCH IT *ALL COME DOWN?*

STUNNER AND I ARE BETTING THAT YOU *DO.!!*

SHE WANTS A PIECE OF YOU FOR KILLING HER LOVER-- *DOCTOR OCTOPUS--*

--AND *I* WANT YOU--

IN THE NAME OF JUSTICE.

:krkk: ALL AVAILABLE UNITS-- PLEASE RESPOND TO 421 LEXINGTON FOR A FIGHT IN PROGRESS-- POSSIBLY INVOLVING SPIDER-MAN AND ONE OTHER ENHANCED INDIVIDUAL :krkk:

88 92 96 100 104

630 680 700 800 100

I DON'T CARE THAT YOU *BRANDED* ME WITH THE SAME *SCAR* YOU LEFT ON THE BODIES OF *DOC OCK, GRIM HUNTER,* AND THE REST.

ALL I CARE ABOUT IS THAT PARKER IS INNOCENT. AND WHILE I DON'T KNOW HOW *THE SPIDERS* ARE MIXED UP IN THIS, AFTER MY TALK WITH THE *SCARLET SPIDER* THE OTHER NIGHT--*

I'M EVEN MORE CONVINCED THAT--

*IT HAPPENED IN *AMAZING #402.* --ERIC

RAVEN'S SIGNAL--

--HE MUST HAVE SOMETHING!!

SO NOW, KAINE--NOW NOW THAT I HAVE THE PROPER KNOWLEDGE--

--AND THE MUSCLE TO TAKE YOU DOWN--

--WE'RE GOING TO BRING YOU IN--AND THIS TIME WE'RE GOING TO HAVE THE RIGHT MAN!

YOU CALLED...?

POLICE RADIO SAYS THERE'S A SCUFFLE OVER ON LEX -- SPIDER-MAN AND ANOTHER GUY. WE KNOW SPIDER-MAN'S AFTER HIM, TOO--

--I'M GUESSING IT'S KAINE!!

I SAY WE TAKE THE CHANCE, BUT YOU'VE GOT TO PROMISE ME, STUNNER-- WHEN WE GET OVER THERE, WE STICK TO THE PLAN!!

SURE. I'LL STICK TO THE PLAN...

...MY PLAN. WHEN I GET MY HANDS ON KAINE--

--I'M GOING TO MAKE HIM PAY FOR KILLING OTTO!

... CALL UPON THE DEFENSE TO PRESENT THEIR OPENING STATEMENT.

THANK YOU, YOUR HONOR.

LADIES AND GENTLEMEN, I'LL TRY TO KEEP THIS *BRIEF*. I KNOW HOW *BORING* JURY DUTY CAN BE, AND I'M SURE WE ALL HAVE *BETTER THINGS* WE COULD BE DOING.

THE KIND DISTRICT ATTORNEY WAS *NICE ENOUGH* TO TELL US ALL ABOUT HIS JOB -- TO *FIND* THE CRIMINALS -- TO GET THEM *CONVICTED* -- AND TO *LOCK THEM AWAY FOREVER*.

THAT'S *HIS* JOB.

WHAT HE *FORGOT* TO TELL YOU ABOUT WAS *YOUR* JOB.

YOUR JOB -- AS THE JURY -- IS THE MOST *IMPORTANT* JOB OF ALL...

"*YOUR* JOB IS TO MAKE SURE THAT HE'S GOT THE *RIGHT* MAN--"

--TO MAKE SURE THAT NO *MISTAKE* IS BEING MADE.

IT'S THE *RESPONSIBILITY* OF EACH MEMBER OF THE JURY TO MAKE CERTAIN THAT THE *WRONG* PERSON DOESN'T *ACCIDENTALLY* GET *LOCKED AWAY FOREVER*.

THAT'S A *HARD* JOB.

WITH ONLY *CIRCUMSTANTIAL EVIDENCE*, THE PROSECUTION IS GOING TO ASK YOU *DO* THAT JOB--

--TO MAKE YOUR VERY IMPORTANT *DECISION* BASED ON EVIDENCE THAT THEY *HOPE* WILL BE ENOUGH TO *CONVINCE* YOU--

--BUT IT'S *NOT*.

THEY WANT TO *MAKE* YOU BELIEVE THAT PETER *DID* THESE THINGS, AND THAT HE SHOULD BE *LOCKED AWAY FOREVER*. THAT'S THEIR JOB.

BUT DON'T LET THEM DO *YOUR* JOB, TOO...

IT'S YOUR JOB. IT'S YOUR RESPONSIBILITY. AND, JUST LIKE PETER, *YOU* WILL HAVE TO LIVE WITH YOUR DECISION, AS WELL...

HOW WILL YOU *FEEL* WHEN YOU FIND THAT YOU'VE *CONVICTED* THE *WRONG MAN*...?

HOW WILL THE PROSECUTION KNOW THAT THEY HAVE THE *WRONG MAN*...?

HOW WILL *YOU* KNOW THAT YOU HAVE THE *WRONG MAN*?

BECAUSE, YOU KNOW, YOU *DO*...!

FREEZE, FREAK!!

I-I'VE CALLED THIS ONE IN--SO JUST STAY WHERE YOU ARE 'TILL I T-TELL YOU OTHERWISE!!

Ah, SO YOU FANCY YOURSELF THE *LAW-MAN*, DO YOU? THE *GUN* AND THE *BADGE*--!

I'LL SH-SHOOT!!

Oh, I'M *SURE* YOU WILL!!

...GOTTA SHAKE THIS OFF... GOT TO... *COME BACK*...

...NOT FOR ME... BUT FOR *MJ* AND THE *BABY*...

BLAM BLAM

YOU SEE-- AND WHAT DID IT GET YOU...?

...ungh! FOR *BEN*!!

...HE'S PUT HIS FAITH IN ME... HE'S GIVEN UP EVERY-THING TO GIVE ME MY *LIFE*... TO GIVE ME THIS *CHANCE*...

...I CAN'T LET THAT SACRIFICE BE FOR *NOTHING*!!! I CAN'T LET KAINE DO THAT TO ME... OR BEN... OR *ANYBODY*!!

S-STOP-- PLEASE...

THAT'S ENOUGH, KAINE!

YOU WANT ME... COME AND GET ME.....!!

YOU WERE RIGHT, KAINE-- YOU ARE POWERFUL!! I'M IMPRESSED--

--ESPECIALLY AFTER I SEE THE WAY YOU HANDLED YOURSELF WITH THAT POOR, DEFENSELESS COP.!!!

LET'S SEE HOW YOU DO AGAINST A SPIDER-MAN.!!!

COME ON, WHAT DO YOU SAY...? ROUND TWO...?

SO THE SPIDER SEEKS TO RE-ENTER THE FRAY...?

FRAY THIS!!!

YOU'VE MADE--

THUK

--A TERRIBLE--

KRAK

--MISTAKE, KAINE!

SPAK

I DON'T KNOW *WHY* YOU'VE GOT IT IN FOR *BEN*-- WHAT YOUR *HISTORY* WITH HIM IS--

--BUT I'LL TELL YOU *THIS*--

--*BEN REILLY* HAS SHOWN ME WHAT *HONOR* MEANS! HE'S PROVEN HIMSELF TO ME IN WAYS *YOU* COULDN'T EVEN BEGIN TO IMAGINE!! HE'S *A GOOD MAN*--

THWIP

KREEEHH

--AND AS *STRONG* AS YOU MAY BE, KAINE--

--THERE'S NOT ENOUGH "*POWERFUL*" IN THIS WORLD TO KEEP ME FROM BRINGING YOU TO *JUSTICE* AND GETTING BEN *FREE!*

JACOB-- STOP THE CAR!! THEY'RE RIGHT ABOVE US!!

YOU SAY YOU *ADMIRE* THE WAY I *RALLY* TO WIN--? YOU *RESPECT* THAT--?

SLAMM!!

WELL, THEN, YOU'RE GONNA *LOVE* THIS--'CAUSE *I'M* **RALLYING!!**

WAK!!

I'M COMING BACK *HARD*, KAINE--AND I'M GOING TO **BEAT YOU!!** I'M GOING TO *DRAG* YOU INTO THAT COURTROOM--

--AND I'M GOING TO *WIN*, KAINE--!

SPIDER-MAN!!-

AND IF I HAVE TO TEAR YOU *LIMB FROM LIMB* TO GET TO HIM, *I WILL!!* GET OUT OF MY WAY!!

STUNNER, THIS ISN'T THE WAY WE--

STAND ASIDE, SPIDER-MAN!!

KAINE IS MINE!! IF HE'S NOT *ALREADY* DEAD, I'LL *KILL HIM* WITH MY *BARE HANDS!!*

HE TORE OUT MY *HEART* WHEN HE KILLED *OTTO*--

--NOW IT'S TIME I *RETURN THE FAVOR.*

SORRY, STUNNER-- I NEED HIM *ALIVE.*

THEN YOU'LL BOTH BE--

--BE--

WHA--?

WHAT--?

SOMEONE'S *TELEPORTING* INTO THE ALLEY!

--THE *IMPORTANCE* OF THE JURY, THE *POWER* OF THE JURY, BUT MOST OF ALL, THE *RESPONSIBILITY* OF THE JURY.

I *DON'T* ENVY YOU--

--IT'S A HARD JOB.

A PERFORMANCE WORTHY OF AN *OSCAR*.

YOU CAN STOP WORRYING, PETER... WE'VE GOT THIS ONE *IN THE BAG*.

WHAT?!

THIS WAS JUST AN *ACT?!* YOU'RE SUPPOSED TO BE MY *DEFENSE ATTORNEY*, Mr. LOCKER-- AFTER EVERYTHING YOU JUST *SAID*--

--DON'T YOU EVEN BELIEVE MY *INNOCENCE?!*

SORRY, PETER, BUT THAT'S *NOT* THE WAY THE JUSTICE SYSTEM *WORKS!*

I *CAN'T* CARE IF YOU'RE GUILTY OR INNOCENT. I JUST HAVE A *JOB* TO DO...

... FOR WHAT IT'S WORTH, I KEEP MY *OWN* COUNSEL. I'M JUST LIKE THAT JURY OVER THERE. ON THE OUTSIDE, I WORK FOR YOUR *DEFENSE*--

--BUT ON THE *INSIDE*, I HAVE TO LOOK OVER ALL THE EVIDENCE JUST LIKE EVERYBODY ELSE...

...AND MAKE MY *OWN* DECISION. MY *GUT* TELLS ME YOU DIDN'T DO IT-- BUT THE *EVIDENCE*...

THANK YOU, Mr. LOCKER.

NOW, IF THE PROSECUTION WOULD PRESENT ITS *FIRST WITNESS*...

THANK YOU, YOUR HONOR. THE PROSECUTION CALLS TO THE WITNESS STAND--

--*MRS. MARY JANE WATSON-PARKER!!*

TRAVELLER?!

NO MORE OF YOUR GAMES, TRAVELLER, I--

I HAVE NEED OF KAINE.

WELL, GET IN LINE-- YOU'LL HAVE TO--

I HAVE NEED OF YOU, TOO.

HUH?

NO... NO!! TRAVELLER HAS TELEPORTED AWAY BOTH SPIDER-MAN AND KAINE!

I WAS SO CLOSE-- SO CLOSE!!

THE TRIAL OF PETER PARKER MAY BE UNDERWAY, BUT IN AMAZING SPIDER-MAN #403 THE TRIAL OF **SPIDER-MAN** IS JUST BEGINNING! AND WITH **TRAVELLER** AS JUDGE, **KAINE** AS DEFENSE ATTORNEY AND **CARNAGE** AS PROSECUTOR, YOU CAN BE SURE IT AIN'T GONNA BE A FAIR TRIAL! AND NEXT MONTH IN WEB: PART 2 OF THE ULTIMATE SPIDEY/KAINE/CLONE STORYLINE -- **MAXIMUM CLONAGE!**

MARVEL COMICS

THE AMAZING SPIDER-MAN

ONLY $1.50 U.S.

$2.05 CAN/UK £1.25

403 JUL

02457

APPROVED BY THE COMICS CODE AUTHORITY

SAVAGE JUDGMENT!

THE TRIAL OF PETER PARKER Part 2 of Four

BAGLEY/MAHLSTEDT

ORDER, PLEASE!

WHAT'S GOING ON HERE?

I WILL HAVE *ORDER* IN MY *COURTROOM!*

A FEW SECONDS AGO I WAS ON A MANHATTAN STREET-CORNER, WRESTLING WITH THAT MANIAC *KAINE...**

* WEB OF SPIDER-MAN #126. -- Danny

ALL PERSONAL PREJUDICES -- FOR OR AGAINST THE DEFENDANT -- WILL BE LEFT OUTSIDE THE DOOR.

...TRYING TO DRAG HIM INTO THE COURTROOM WHERE *BEN REILLY* IS STANDING TRIAL FOR MURDER IN *MY PLACE.*

WE ARE GATHERED HERE TODAY TO SEE THAT *JUSTICE* IS DONE.

KAINE'S CONFESSION CAN CLEAR MY *NAME*... SAVE BEN'S *LIFE.*

WE ARE HERE TODAY TO JUDGE A MAN'S LIFE--

YET, SOMEHOW, KAINE AND I WERE BOTH TRANSPORTED FROM THE CITY TO *HERE* -- A SUB-BASEMENT BENEATH *RAVENCROFT INSTITUTE*...

--PERHAPS EVEN... HIS IMMORTAL *SOUL.*

...AND I STILL DON'T UNDERSTAND *WHY!* I ONLY KNOW THAT IF *HE'S* BEHIND THIS...

...MY LIFE--AND BEN'S--MAY *BOTH* BE LOST TODAY!

WILL THE DEFENDANT PLEASE RISE AND FACE THE COURT?

OBJECTION!

MR. PROSECUTOR--*RESTRAIN* YOURSELF. *PLEASE*. OR I WILL HAVE YOU *EJECTED* FROM THIS COURTROOM.

MY... *APOLOGIES*, YOUR HONOR.

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.
WWW.MARVEL.COM

SPIDER-MAN... HOW DO YOU PLEAD TO THE CHARGES? GUILTY OR NOT GUILTY?

CHARGES? *WHAT* CHARGES?

WHAT KIND OF GAME ARE YOU *PLAYING* HERE, *TRAVELLER*?

NO GAME, MY FRIEND. NO GAME AT ALL. YOU STAND TRIAL HERE TODAY FOR YOUR VERY *LIFE*. AND SHOULD THE JURY FIND YOU *GUILTY*--

--THE SENTENCE--I ASSURE YOU--WILL BE *DEATH*.

CARNAGE AS A PROSECUTOR? *DOCTOR KAFKA* AND *JOHN JAMESON* AT THE DEFENSE TABLE WITH *KAINE*? A JURY COMPOSED OF *SHRIEK*, *CHAMELEON*, AND THE OTHER RAVENCROFT INMATES--

--SITTING IN JUDGEMENT ON ME?

LEWIS CARROLL COULDN'T HAVE DREAMED UP A MORE ABSURD SCENARIO!

STAN LEE presents The Amazing SPIDER-MAN in THE TRIAL OF PETER PARKER PART TWO:

JUDGEMENT AT BEDLAM

J.M.DeMATTEIS writer • MARK BAGLEY penciler • MAHLSTEDT/DeLaROSA inkers • BILL OAKLEY letterer • BOB SHAREN colorist
DANNY FINGEROTH for the defense • BOB BUDIANSKY for the prosecution

WHEN I FIRST CAME TO THIS AUGUST *INSTITUTE**-- I FOUND AN IRRATIONAL HATRED OF *YOU* TO BE THE ONE COMMON THREAD LINKING THE MINDS OF THE LUNATICS INCARCERATED HERE.

AND SO I RETURN HERE NOW TO EXPLORE A SIMPLE--YET PROFOUND-- *QUESTION:*

ARE YOU, SPIDER-MAN, BY YOUR VERY *EXISTENCE*, SOMEHOW BRINGING THESE ENTITIES... THESE SO-CALLED SUPER-VILLAINS ...*INTO BEING?*

AND WOULD YOUR EXTINCTION ACTUALLY EXTINGUISH *THEM*, AS WELL? WOULD YOUR DEATH REMOVE THEIR REASON FOR BEING--

--AND *RESTORE* THEM TO SOME SEMBLANCE OF *SANITY?*

OR ARE YOU A TRUE *HERO*-- WITHOUT WHOM THESE WRETCHED SOULS WOULD OVERRUN THE CITY YOU HAVE SWORN TO PROTECT--

--DEFILING IT WITH THEIR EVIL?

*IN OUR "POWER AND RESPONSIBILITY" CROSSOVER.--Danny

THAT IS THE QUESTION WE INTEND TO ANSWER HERE TODAY.

CARNAGE HAS BEEN ASSIGNED THE TASK OF *PROSECUTING* THIS CASE--

SO, I ASK AGAIN, SPIDER-MAN-- *HOW DO YOU PLEAD?*

HERO OR VILLAIN? TOOL OF *EVIL*--

--OR SERVANT OF THE GREATER *GOOD?*

I COULDN'T ANSWER IF I *WANTED* TO--AND TRAVELLER *KNOWS* IT.

--WHILE THE MAN CALLED *KAINE* HAS BEEN DESIGNATED *DEFENSE ATTORNEY.*

HE'S *DONE* SOME-THING TO ME. I'M PARALYZED...

...UNABLE TO MOVE OR SPEAK.

JUDAS TRAVELLER!

I DON'T THINK KAINE HAS THE SAME PROBLEM.

I'VE HEARD ABOUT YOU! YOU'RE SCRIER'S MAN, AREN'T YOU?

AN ARROGANT TIN GOD--

--JUST WAITING TO BE BROUGHT DOWN!

THOOM!

WHAT MAKES YOU THINK YOU HAVE ANY RIGHT TO SIT IN JUDGEMENT ON SPIDER-MAN?

WHAT MAKES YOU THINK YOU COULD EVER HOPE TO UNDERSTAND HIS DECENCY, HIS VALOR--

--HIS SHEER HUMANITY?

I WILL NOT LET HIM BE VICTIMIZED BY YOU...OR TORMENTED BY THE LUNATICS YOU'VE ASSEMBLED--

--HERE...?

IS QUITE UNAFFECTED BY YOUR... "MARK OF KAINE." AND THAT SURPRISES YOU--

LET ME... ENLIGHTEN YOU.

KRAK!

IMPOSSIBLE! YOUR FACE--!

--WHICH LEADS ME TO BELIEVE THAT YOU DON'T KNOW --OR UNDERSTAND-- ME AT ALL.

AARRR!

I'M NOT SCRIER'S MAN --HE'S MINE... AND HAS BEEN FOR UNTOLD CENTURIES.

JUDAS TRAVELLER SERVES NO ONE... ANSWERS TO NO ONE... BUT HIMSELF.

I DO EXACTLY AS I PLEASE--

--AND THERE'S NOTHING A WASTE OF GENETIC MATERIAL LIKE YOU CAN DO--

--TO STOP ME.

MAYBE NOT... BUT FOR SPIDER-MAN'S SAKE--

--I HAVE TO TRY--

--EVEN IF IT MEANS MY LIFE.

AND THAT, KAINE, IS PRECISELY WHY I HAVE CHOSEN YOU TO DEFEND HIM.

NOW, COUNSELOR... LET US BOTH FORGIVE AND FORGET ANY UNKIND WORDS SPOKEN IN MOMENTARY ANGER.

SUCH OUTBURSTS HAVE NO PLACE IN A COURT OF LAW--

--DON'T YOU AGREE?

Ah... YES--

--YOUR HONOR.

I DON'T GET IT: KAINE'S A MURDERER. AS TWISTED AS ANYONE I'VE EVER ENCOUNTERED.

WHY DOES HE SEE ME AS SOME KIND OF... PARAGON WHO HAS TO BE DEFENDED AT ANY COST?

EXCELLENT! THEN LET THE TRIAL BEGIN!

MR. PROSECUTOR-- CALL YOUR FIRST WITNESS!

I CALL--

THAM!

--MYSELF!

TERRIFIC. THE ONLY THING THAT'S MISSING IS THE QUEEN OF HEARTS SCREAMING, "OFF WITH HIS HEAD!"

I HOPE THINGS ARE GOING BETTER THAN THIS FOR BEN!

MRS. PARKER--

--YOUR HUSBAND HAS HAD MANY... LET'S CALL THEM *EXTENDED ABSENCES*... OVER THE YEARS.

PERIODS WHEN HE SEEMED TO JUST... *DISAPPEAR* WITHOUT A TRACE... FOR DAYS, WEEKS--SOMETIMES EVEN *MONTHS*.

WHAT CAN YOU *TELL* US ABOUT THESE ABSENCES?

PETER'S A *PHOTO-JOURNALIST*. HE... GETS CALLED OFF ON *ASSIGN-MENTS* THAT--

DURING THE PERIOD IN QUESTION-- *TWO YEARS AGO*--THERE *WERE* NO ASSIGNMENTS.

NO ONE AT THE DAILY BUGLE HAD THE *SLIGHTEST IDEA* WHERE YOUR HUSBAND WAS.

PERHAPS *YOU* COULD ENLIGHTEN US?

HE... HE WAS AWAY ON... *PERSONAL* BUSINESS, MR. *TOWER*.

I SUPPOSE COMMITTING *MURDER* COULD BE LABELLED "PERSONAL BUSINESS."

MY HUSBAND IS *NOT* A MURDERER. HE'S AS GOOD AND DECENT A MAN AS EVER LIVED--

--AND NOTHING YOU SAY CAN *CHANGE* THAT, DO YOU *HEAR* ME? NOTHING YOU SAY CAN--

THE COURT ISN'T INTERESTED IN YOUR *BIASED OPINIONS* CONCERNING THE DEFENDANT.

WE WANT *FACTS*, MRS. PARKER. *HARD FACTS*.

NOW ANSWER THE QUESTION, PLEASE--

WHERE *WAS* HE?

WHERE *WAS* HE?

TRAPPED IN A COFFIN SIX FEET IN THE GROUND BY *KRAVEN THE HUNTER*-- FIGHTING FOR HIS *LIFE*. *

I SHOULD TELL THEM. I *HAVE* TO TELL THEM!

BUT, I CAN'T JUST REVEAL TO THE WORLD THAT PETER IS *SPIDER-MAN*!

* DURING "KRAVEN'S LAST HUNT." --Danny

I CAN'T.

NO REPLY? WELL, THEN--

--THAT WILL BE ALL, MRS. PARKER.

BUT--

THAT WILL BE ALL.

OH, AUNT ANNA-- I FEEL LIKE SUCH A FOOL. I DID PETER MORE HARM THAN GOOD.

DON'T WORRY. YOU JUST WAIT AND SEE. THE TRUTH WILL COME TO LIGHT.

"THEY'LL FIND THE REAL MURDERER."

THE VISION ...AGAIN! MARY JANE!

HER TIME OF DEATH IS COMING CLOSER!

SOMETHING'S WRONG WITH KAINE. HE LOOKS LIKE HIS SOUL'S BEEN TORN INSIDE OUT.

BUT HE'S NOT MY PROBLEM RIGHT NOW. CARNAGE IS.

OH, HE'S HORRIBLE! HORRIBLE!

IT WAS SPIDER-MAN WHO CREATED ME! HE BROUGHT THAT ALIEN SYMBIOTE TO EARTH!

IF IT WASN'T FOR HIM-- I WOULD NEVER HAVE BECOME SO CORRUPTED... SO UNSPEAK-ABLY... EVIL!

SO YOUR *POINT* IS-- AND I WANT TO MAKE THIS PERFECTLY CLEAR-- IF NOT FOR THE EXISTENCE OF *THAT MAN*--

--YOU WOULD BE A SANE AND RESPONSIBLE MEMBER OF SOCIETY! DID I STATE THAT *CORRECTLY?*

I COULDN'T HAVE SAID IT BETTER *MYSELF!*

MISTER KAINE-- YOU MAY NOW CROSS-EXAMINE THE WITNESS.

I KNOW SOME-THING OF YOUR LIFE, KASSADY.

ISN'T IT TRUE THAT-- BEFORE YOU BONDED WITH THE SYMBIOTE-- YOU WERE A *MURDERER...* MANY TIMES *OVER?*

A SICK, PER-VERTED *WRETCH* WHOSE LIFE WAS SPENT BRINGING PAIN AND MISERY TO EVERYONE *AROUND* YOU?

Nah. YOU MUST HAVE ME MIXED UP WITH SOME *OTHER* KLETUS KASSADY.

I DON'T THINK SO!

SIZZZZ

YOU HURT ME!!

SHRAKK!

NOBODY HURTS ME!

NOBODY!!

SHA-CHAK!

LOOK AT THEM: SAVAGE. UNRELENTING. TWO OF A KIND.

OR ARE THEY?

THERE'S SOMETHING *ABOUT* KAINE. FOR ALL THE AWFUL CRIMES HE'S COMMITTED...

...INCLUDING THE MURDERS THAT BEN IS STANDING TRIAL FOR...

...I CAN'T HELP FEELING THAT THERE'S--*MORE* TO HIM. SOMETHING *BENEATH* THE DARKNESS.

OR MAYBE I'M JUST *PROJECTING* IT. MARY JANE SAYS I HAVE A HABIT OF SEEING THE GOOD IN *EVERYONE*...

...EVEN WHEN THERE'S NOTHING THERE TO *SEE*.

ENOUGH!

AND LET'S FACE IT: WHAT GOOD COULD THERE *POSSIBLY* BE AT THE CORE OF A STONE KILLER LIKE *KAINE*?

I WILL FORGIVE THIS KIND OF DISTURBANCE ONCE--

--BUT IF IT SHOULD HAPPEN AGAIN--!

BUT HE STARTED IT!!

SILENT.

Y-Y-YES--

--YOUR HONOR.

YOU

WILL

BE

NOW CALL YOUR NEXT WITNESS.

I...I CALL--

--MALCOLM MACBRIDE!

NO!

NO--I'M NOT GOING!

JOHN, WE'VE GOT TO DO SOMETHING TO STOP THIS! MALCOLM'S MIND IS IN SUCH A TENUOUS STATE--

--HIS RECOVERY FROM THE CARRION VIRUS* HAS LEFT HIM MORE PSYCHOLOGICALLY VULNERABLE THAN EVER!

DOCTOR KAFKA... PLEASE--DON'T LET THEM--!

I WISH THERE WAS SOMETHING WE COULD DO, DOCTOR--

*IN AMAZING #393.--D.

"--BUT IT LOOKS LIKE MALCOLM'S GOING TO HAVE TO FACE THIS ALONE."

I DON'T WANT YOU TO STRAIN YOUR POOR, FEVERED BRAIN MORE THAN YOU *HAVE* TO, DEAR BOY--

--I JUST WANT YOU TO ANSWER A FEW SIMPLE QUESTIONS.

L-LEAVE ME *ALONE.*

I'M NOT *HIM* ANY-MORE! I'M NOT *CARRION!*

NO, YOU'RE *NOT.* YOU'RE A GOOD, DECENT YOUNG LAD.

BUT, *TELL* ME, LADDIE--

--WHAT WAS IT THAT DROVE YOU TO EXPERIMENT WITH PROFESSOR WARREN'S CARRION VIRUS IN THE *FIRST* PLACE?

IT WAS *JEALOUSY,* WASN'T IT? THERE WAS ANOTHER STUDENT AT THE UNIVERSITY WHO WAS ALWAYS *OUT-SHINING* YOU, WASN'T THERE?

AND YOU WANTED TO SHOW HIM UP BY BUILDING ON WARREN'S RESEARCH, *DIDN'T* YOU?

DIDN'T YOU?!

IT...IT WASN'T *LIKE* THAT.

OH YES IT WAS. YOU WERE *SEETHING* WITH JEALOUSY. SO MUCH SO THAT YOU WERE-- *IRRATIONAL.*

AND IF NOT *FOR* THAT IRRATIONAL JEALOUSY-- YOU NEVER WOULD HAVE *PLAYED* WITH WARREN'S DANGEROUS TOYS--ISN'T THAT *SO?*

ISN'T THAT *SO,* MALCOLM?!

I DON'T KNOW. I G-GUESS SO. MAYBE.

YOU *GUESS* SO? MAYBE?

WERE YOU JEALOUS OF HIM OR NOT?

YES.

AND WHAT WAS THAT OTHER STUDENT'S NAME?

QUICKLY, YOU STUTTERING MORON--WE DON'T HAVE *ALL DAY!*

THE WITNESS WILL ANSWER THE QUESTION.

HIS NAME WAS PARKER.

LOUDER, PLEASE.

PETER PARKER.

INDEED!

AND PETER PARKER *IS*--

--SPIDER-MAN!

HE *KNOWS*?! THIS HAS *GOT* TO BE TRAVELLER'S DOING!

EVEN *WITHOUT* HIS MASK, HE'S A *MENACE*! HIS VERY PRESENCE ON THE *PLANET* SEEMS TO INSPIRE *EVIL*... A WHIRLPOOL OF DEATH AND MADNESS THAT SUCKS IN EVERYTHING *AROUND* HIM!

THE MAN IS A *PSYCHIC MAGNET* FOR *TRAGEDY*! HE *DESTROYS* EVERY-ONE CLOSE TO HIM!

HIS *UNCLE BEN*-- MURDERED BECAUSE OF SPIDER-MAN'S INACTION! *GWEN STACY* AND HER *FATHER*! *NED LEEDS*! *NORMAN* AND *HARRY OSBORN*!

THE LIST OF HIS VICTIMS GOES ON AND *ON*, YOUR HONOR!

WHY, IT'S MY CONSIDERED OPINION THAT THE DEFENDANT'S AGED *AUNT* WAS *KILLED* BY THE *PRESSURES* OF HER NEPHEW'S LIFE AS SPIDER-MAN!

I WON'T *LISTEN* TO THIS ANYMORE!

I *CAN'T* LISTEN TO THIS ANY-MORE!

I

HAVE

HAD

ENOUGH!!

SNAKK!

HE'S TAKING MY LIFE AND *TWISTING* IT... TURNING IT INTO SOMETHING AS UGLY AND OBSCENE AS *HE* IS!

AND I WON'T *STAND* FOR IT, TRAVELLER, DO YOU *HEAR* ME?!

I WON'T *STAND* FOR IT!

SUCH FURY. ENOUGH TO MOMENTARILY FIGHT OFF YOUR PARALYSIS.

YOU ARE A MAN OF GREAT PASSION, PETER. *GREAT* PASSION.

AND YOU'RE GOING TO KEEP *DISSECTING* ME, IS THAT IT? PICKING AT ME AND SLICING ME OPEN UNTIL YOU *UNDERSTAND* ME?

IT WASN'T ENOUGH WHAT YOU DID AT RAVENCROFT! * OR FORCING ME TO WITNESS THE DEATHS OF MILLIONS OF PEOPLE!**

NO--FOR REASONS I CAN'T EVEN *BEGIN* TO UNDERSTAND-- YOU'RE GOING TO KEEP *AT* IT AND *AT* IT AND *AT* IT--

*ISSUES #394 AND **#402.--Danny

--UNTIL YOU'VE *DESTROYED* ME!

WELL, THEN *DO* IT! *DO* IT!

I WON'T STRUGGLE! I WON'T RESIST!

ALL I WANT IS TO BE LET GO LONG ENOUGH TO TAKE KAINE TO THAT *COURTROOM*!

LONG ENOUGH TO *CLEAR* PETER PARKER'S NAME--AND *SAVE* BEN REILLY'S LIFE!

WELL SAID!

BUT I'M AFRAID, DEAR PETER, THAT WHAT *YOU* WANT IS OF NO RELE-VANCE TO THIS COURT.

B-BUT THE *DEFENSE* HASN'T PRESENTED *ITS* CASE!

YOU CAN'T *DO* THIS TO HIM! HE--

AND GOD BLESS THEM *BOTH* FOR STANDING UP FOR ME...

GENTLEMEN AND LADIES OF THE JURY--

--HAVE YOU REACHED YOUR *VERDICT?*

WE FIND THE DEFENDANT--

GUILTY!

GUILTY!

GUILTY!

GUILTY!

GUILTY!

...FOR ALL THE *GOOD* IT'LL DO ME!

WAIT A MINUTE! WHAT'S *HAPPENING* TO THEM? WHAT'S TRAVELLER DOING *NOW?*

NO! THEY'VE BOTH WORKED *SO HARD*... STRUGGLED *SO LONG*... TO KILL THEIR INNER DEMONS! TO BE FREE OF...

...CARRION AND *VERMIN!*

HE *IS* GUILTY-- BEYOND A SHADOW OF A DOUBT.

AND THE SSSENTENCE ISSS-- *DEATH!*

AAAAA!!

CHAK!

WITH *THAT* JURY... I DON'T THINK THERE'S ANY DOUBT. ASIDE FROM MALCOLM, THE ONLY SANE PERSON *OVER* THERE IS DOCTOR KAFKA'S ASSISTANT, *EDWARD WHELAN.*

WELL, THE *GOOD* NEWS IS...

...THINGS COULDN'T POSSIBLY GET ANY WORSE--!

WHERE ARE THEY?!

WE'VE SEARCHED EVERY ALLEY... EVERY ROOF-TOP--

--PEOPLE DON'T JUST VANISH INTO THIN AIR!

BUT IT LOOKS LIKE THAT'S EXACTLY WHAT SPIDER-MAN AND KAINE DID.

WE HAD THAT MURDERING $*#!! IN OUR HANDS!

THOOM!

WE HAD HIM!

AND WE'LL HAVE KAINE AGAIN, STUNNER. I SWEAR TO YOU... AND TO GOD. WE'LL HAVE HIM.

IF I HAVE TO, I'LL WALK THROUGH THE FIRES OF HELL TO SEE THAT JUSTICE IS DONE.

TO YOU, DETECTIVE RAVEN, IT'S JUSTICE. TO ME--IT'S MY LIFE!

OTTO... HE WAS EVERYTHING TO ME. UNTIL I MET HIM... NOBODY EVER LOVED ME... NOBODY EVER CARED!

YOU CAN'T KNOW WHAT IT'S LIKE TO LOSE SOMEONE YOU LOVE! HOW IT RIPS YOU APART AND--

I KNOW, STUNNER--

--MORE THAN YOU REALIZE!

LOOK, WHY DON'T WE HEAD DOWNTOWN TO THE COURTHOUSE. MAYBE THEY'VE--

OH, NO.

WHAT *IS* IT? WHAT'S *WRONG?*

SORRY, JAKE--

--I'M GONNA HAVE TO BE... GOING.

WHAT DO *YOU MEAN?* WHERE ARE YOU--

DON'T *WORRY* ABOUT ME. I'LL BE *OKAY.* AND I PROMISE *YOU*--

--I'LL BE BACK...

DIDN'T SHE JUST SAY THAT PEOPLE *DON'T* JUST VANISH INTO *THIN AIR?*

KOOM

BASED UPON THE EVIDENCE HEARD TODAY--*AND* THE JUDGEMENT OF THE JURY--

--I HAVE NO CHOICE BUT TO *SENTENCE* YOU, PETER PARKER--

--TO *DEATH.*

MR. PROSECUTOR ...MEMBERS OF THE *JURY*--

--CARRY OUT THE EXECUTION--!!

NO!

I WON'T LET THIS HAPPEN!

I WON'T LET HIM DIE!

HOW DARE YOU ALL SIT IN JUDGEMENT ON HIM? HOW DARE YOU?!

THERE'S SUCH GOODNESS IN THIS MAN ...SUCH KINDNESS AND DECENCY--

--THAT HIS LIFE IS WORTH MORE THAN ALL OF OURS COMBINED!

HE'S EVERYTHING I COULD EVER HOPE TO BE... AND SO MUCH MORE!

AND THAT'S WHY I'D SACRIFICE MYSELF NOT ONCE--

--BUT A THOUSAND TIMES--

--SO THAT HE--

--COULD--

THE OTHERS! WHERE ARE THEY--?

BACK IN THEIR CELLS --WHERE THEY BELONG.

AND KAINE! IS HE--?

HE IS ALIVE. BUT HE WOULD HAVE BEEN DEAD... HAD I NOT STOPPED THIS.

I WANTED TO HELP HIM, TRAVELLER! WHY DID YOU STOP ME?

YOU HAD TO REMAIN PARALYZED... OR ELSE--HOW COULD I KNOW?

KNOW WHAT?

YOUR ACTIONS WHEN YOU PULLED ME FROM THE SPACE-TIME MAELSTROM* SHOWED A DEPTH OF SELFLESSNESS, A NOBILITY, THAT TRULY *SURPRISED* ME.*

BUT I NEEDED TO KNOW MORE. I NEEDED TO BE *SURE* ABOUT YOU.

* LAST MONTH--IN SPIDER-MAN #59.--Danny

THE FACT THAT A LOST AND CORRUPTED SOUL LIKE *KAINE* WAS WILLING TO SACRIFICE HIMSELF... WILLING, IN FACT, TO *DIE* FOR YOU--

--SPEAKS MORE ELOQUENTLY OF YOUR LIFE, YOUR SOUL, THAN EVEN YOUR OWN ACTIONS. AND *FAR* MORE POWERFULLY THAN ANYTHING HEARD IN THIS COURTROOM *TODAY*.

I FIND YOU *NOT GUILTY* OF ALL CHARGES, SPIDER-MAN. MY INVESTIGATION IS *CONCLUDED*--

--FOR *NOW*.

TRAVELLER... *WAIT! WHY* ARE YOU DOING THIS?

WHY ARE YOU *SO OBSESSED* WITH UNDERSTANDING ME? WITH--

MY REASONS ARE MY OWN. AND PERHAPS I'LL SHARE THEM *WITH* YOU--

--ONE DAY...

BACK WHERE WE STARTED.

ONLY WE'RE *NOT*.

BECAUSE A FEW HOURS AGO, KAINE WAS JUST ANOTHER BAD GUY. A KILLER WHO HELD THE KEY TO CLEARING THE PARKER NAME.

BUT NOW, BECAUSE OF *TRAVELLER*--!

IN HIS OWN WAY, KAINE'S AS MUCH A *MYSTERY* AS TRAVELLER. WHY DOES HE *CARE* ABOUT ME? WHY WAS HE WILLING TO DIE TO *SAVE* ME?

I'VE GOT TO BRING HIM IN... BUT, AFTER THAT, THERE ARE *QUESTIONS* I WANT ANSWERED. QUESTIONS THAT--

...uhhhh...

GOT YOU-- YOU MURDERING *MAGGOT!*

AND NOW I'M GONNA DO T' *YOU* WHAT *YOU* DID TO *OTTO!*

YOU'RE A *DEAD MAN,* KAINE! DEAD AND *BURIED!*

STUNNER... *DON'T!* THIS ISN'T THE *ANSWER!*

GET IN MY WAY, WEBS--

--AND *YOU* DIE, *TOO!*

RAVENCROFT INSTITUTE.

I KNOW A SECRET... I KNOW A SECRET...

AND WHEN I GET OUT OF HERE... AND I WILL, I ALWAYS DO--

--I'LL GO AFTER PETEY-BOY --AND HIS WHOLE FAMILY!

PETIO PETE PETER PETEY PY

SLICE 'EM TO RIBBONS... LEAVE THEIR BODY-PARTS IN HEFTY BAGS ALL OVER THE CITY. I'LL--

I THINK NOT.

HMMMM?

THE KNOWLEDGE I PUT IN YOUR MIND IS TOO PRECIOUS FOR ONE SUCH AS YOU TO RETAIN. WHAT JUDAS TRAVELLER GIVES--

--HE CAN TAKE AWAY.

FROM YOU--

--AND ALL THOSE WHO WITNESSED THIS NIGHT'S EVENTS.

AND CLETUS KASADY SCREAMS...

AAAAAAA!

...LONG INTO THE NIGHT.

NEXT: "THE TRIAL" CONTINUES NEXT WEEK IN SPIDER-MAN #60-- FEATURING THE SECRET-- AND THE FACE-- OF KAINE!!

NEXT MONTH: PART THREE OF THE ULTIMATE SPIDEY/JACKAL/CLONE SAGA: MAXIMUM CLONAGE!

MARVEL comics

THE TRIAL OF PETER PARKER Part 3 of Four

SPIDER-MAN

$1.95 US
$2.75 CAN
60
JUL

APPROVED BY THE COMICS CODE AUTHORITY

THE FACE OF KAINE

Tom Lyle/95

STAN LEE presents

THE TRIAL OF PETER PARKER Part 3

THE TRUTH IS OUT THERE!

HOW DOES IT FEEL TO BE SO CLOSE TO *DEATH*, *KAINE*?

CAN YOU SEE THE FACES OF ALL YOUR *VICTIMS*?

CAN YOU EVEN REMEMBER THEIR *NAMES*?

I DON'T CARE ABOUT THE REST, BUT FOR THE FEW SECONDS BEFORE YOU *DIE*...

...YOU'LL REMEMBER THE NAME OF *ONE* MAN YOU KILLED:

DR. OTTO OCTAVIUS!

NO!

howard MACKIE — WRITER
tom LYLE — PENCILS
HANNA & RUBINSTEIN — FINISHES
kevin TINSLEY — COLORIST
richard starkings AND COMICRAFT — LETTERING
danny FINGEROTH — EDITOR
bob BUDIANSKY — EDITOR IN CHIEF

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

LET HIM GO, STUNNER!

YOU'VE BEATEN HIM!

IT'S NOT ENOUGH!

AND YOU SHOULD BE HELPING ME INSTEAD OF TRYING TO PROTECT THIS KILLER!

OTTO SAVED YOUR LIFE.

I KNOW, BUT...

...I'M STILL NOT GOING TO LET YOU KILL KAINE.

NO?

AMAZING SPIDER-MAN #399 – Danny

AND EXACTLY HOW ARE YOU GOING TO STOP ME?

GOOD-BYE, KAINE! SEE YOU IN --

NO.

IF I AM GOING TO DIE...

...I'M GOING TO MAKE SURE I LEAVE YOU SOMETHING TO REMEMBER *ME* BY.

YOUR *HAND!*

IT'S THE SAME MARK THAT WAS ON OTTO'S FACE... AND *RAVEN'S!*

YES, AND IT IS THE MARK WHICH YOU WILL CARRY *WITH* YOU TO YOUR *GRAVE!*

I *DON'T* THINK SO, KAINE!

BOTH OF YOU... *CHILL* OUT --

-- YOU'RE BEGINNING TO *TICK ME OFF!*

THOOM

I'D LIKE TO SAY YOU'RE GONNA *LIVE* TO REGRET THAT ONE, LITTLE MAN!

I'D *LIKE* TO SAY IT, BUT THEN I'D BE LYING!

'CAUSE AFTER I FINISH OFF KAINE... I'M COMING FOR *YOU!*

MAYBE SOME OTHER TIME.

RIGHT NOW, I NEED KAINE TO STAY *ALIVE* SO WE CAN HELP CLEAR AN INNOCENT MAN'S NAME.

RIGHT, KAINE?

IT'S NOT GOING TO HAPPEN.

AND I WOULDN'T SHED ANY TEARS IF REILLY FRIES IN THE ELECTRIC CHAIR.

FOR THE MOMENT, WE'VE GOT MORE IMMEDIATE CONCERNS.

WHAT THE--?

WHAT CAN I SAY? I'M JUST A GIRL WHO DOESN'T LIKE BEING *IGNORED!*

WORSE YET... YOU HAVEN'T EVEN HEARD ANYTHING I'VE *SAID!*

I DON'T CARE ABOUT INNOCENT ANYONE... THIS IS ABOUT MY *OTTO!*

THIS IS ABOUT *REVENGE!*

FWOOM

GO AWAY, SPIDER-MAN!
GO BACK TO YOUR WIFE... TO YOUR UNBORN CHILD!
I'LL HANDLE HER!
JUST GO HAVE A LIFE--!
FORGET REILLY! LET HIM ROT... LET HIM DIE!
IT'S MORE THAN HE DESERVES!
WHILE I APPRECIATE THE SENTIMENT... I THINK...
I'M NOT GOING TO LET YOU KILL ONE ANOTHER -- AND I'M NOT GOING TO ABANDON BEN!
FOOL!
ACTUALLY, KAINE, YOU'RE THE FOOL!
AND I'M ABOUT TO TAKE YOUR HEAD OFF --
-umph-
KWAM
NICE TRY, SPIDER-MAN-- BUT YOUR BEST SHOT'S NO--
WHOOPS!
I THINK THAT WAS THE CENTER SUPPORTING COLUMN--!
THIS BABY'S COMING DOWN!

OOPH!

STUNNER!

NO.

IT'S OVER.

YOU ARE SAFE.

AND THAT'S *ALL* THAT MATTERS TO ME!

NO! LET ME--

-- GO!

SHE MIGHT STILL BE *ALIVE!* HELP ME!

NO. I HAVEN'T THE STRENGTH LEFT. AND BESIDES...

...IF SHE DIES, IT'LL SAVE ME THE TROUBLE OF *KILLING* HER.

SHE'S HERE! SHE'S ALIVE!

HOLD ON, STUNNER. I'LL HAVE YOU OUT IN A...

...SECOND?

SHE'S GONE..?

HOW?

WHO-- OR WHAT-- *IS* SHE?

KAINE!

YOU'RE COMING WITH *ME.*

NO... I'M NOT.

I WILL FIGHT YOU WITH EVERY LAST OUNCE OF MY STRENGTH.

I WILL NOT HELP REILLY.

AND EVEN AS BEATEN UP AS I AM... I CAN STILL DEFEAT YOU.

YOU'RE PROBABLY RIGHT.

I PROBABLY DON'T STAND A CHANCE.

BUT THEN AGAIN...

WHAM

MEANWHILE...

MURDER!

COLDLY AND *PREMEDITATEDLY* CARRIED OUT... THE BRUTAL *SCARRING* OF THE VICTIMS...

THE STATE HAS PRESENTED YOU WITH THE *EVIDENCE.*

YOU HAVE HEARD FROM ALL THE *EYEWITNESSES*...

YOU HAVE LAIN EYES UPON PHOTOGRAPHIC EVIDENCE OF THE VICTIMS' REMAINS, WHICH UNDER NORMAL CIRCUMSTANCE... WELL...

...I, FOR THE STATE, APOLOGIZE TO YOU ALL FOR *SUBJECTING* YOU TO SUCH HORRIFIC IMAGES.

BUT ALL THE EVIDENCE, NO MATTER HOW GRAPHIC, WAS NECESSARY, SO THAT YOU COULD REACH THE ONLY VERDICT LAW-ABIDING CITIZENS COULD REACH:

PETER PARKER IS *GUILTY* OF THE CRIME AS CHARGED!

HE SHOULD BE GIVEN THE *MAXIMUM SENTENCE* ALLOWED BY LAW FOR THE HEINOUS NATURE OF HIS CRIME... THE *DEATH PENALTY.*

OUTSIDE THE COURTHOUSE...

OKAY, KAINE...

...WE'RE HERE NOW.

TIME FOR YOU AND ME TO MAKE A DRAMATIC ELEVENTH HOUR VINDICATION OF AN INNOCENT MAN.

WE'RE GOING TO MARCH RIGHT INTO THE COURT AND *YOU* ARE GOING TO TELL THE JUDGE... THE LAWYERS... THE WORLD... THE *TRUTH!*

ALL OF IT!

THE TRUTH? THE TRUTH?

NO... I DON'T THINK YOU *REALLY* WANT *THAT!*

AND EVEN *IF* YOU *DID*...

NEITHER THEY... NOR YOU... ARE GOING TO HEAR IT FROM *ME!*

Oh, THE TRUTH IS GOING TO COME *OUT* TODAY, KAINE.

IT'S JUST A MATTER OF HOW MUCH WE HAVE TO *BEAT* ON ONE ANOTHER BEFORE IT *DOES!*

WHAT? THIS IS AN OUTRAGE!

LADIES AND GENTLEMEN, A DISTURBANCE INVOLVING *SPIDER-MAN* AND ANOTHER COSTUMED INDIVIDUAL APPEARS TO HAVE FOUND ITS WAY INTO THIS COURTHOUSE.

FOR YOUR OWN SAFETY, I ASK THAT YOU ALL REMAIN CALM AND SEATED UNTIL THE COURT OFFICERS CAN DEFUSE THE SITUATION.

UNTIL SUCH TIME, THIS COURT IS IN RECESS.

PETER?

WHAT IS HE DOING HERE?

JACOB RAVEN WONDERS THE SAME THING...

I HOPE YOU'VE GOT YOUR HANDS ON KAINE, WEB-SLINGER... ON THE *TRUTH.*

HE'S *INNOCENT*, KAINE!

YOU KNOW IT... AND SO DO I!

AND I WILL *NOT* LET AN INNOCENT MAN SUFFER!

SUFFER?!

YOU WANT TO KNOW ABOUT SUFFERING?

YOU KNOW NOTHING OF SUFFERING... *PETER!*

AND YOU NEVER *SHOULD.*

WHAT ARE YOU *TALKING* ABOUT?

LET'S JUST GET THIS *OVER* WITH, BECAUSE I *AM* DRAGGING YOU INTO THAT COURT-ROOM!

NO.

NO MORE FIGHTING... NOT FOR NOW.

YOU'RE LOOKING FOR THE TRUTH.

AND I ASK YOU...

...WHICH TRUTH?

"MY KIND"?

WHAT DO YOU KNOW OF "MY KIND"?

DON'T TRY TO PLAY GAMES WITH *ME*, KAINE.

TOO MANY OF *YOUR* KIND HAVE TRIED IN THE PAST.

IT JUST GETS ME *ANGRY*.

DO YOU, THINK I'M JUST ANOTHER OF THE COSTUMED CRIMINALS YOU HAVE FOUGHT OVER THE YEARS?

WHAT IF I TOLD YOU I *WASN'T*?

SO FAR *NOTHING* YOU'VE DONE HAS SHOWN ANYTHING DIFFERENT.

MAYBE. THAT'S BECAUSE YOU HAVEN'T BOTHERED TO LOOK *BEYOND* MY ACTIONS.

POSSIBLY, IF YOU EXAMINED ALL THAT I'VE DONE, YOU WOULD SEE THAT IT *ALL* BENEFITS *YOU!*

EVERYTHING!

AND THERE IS *NO WAY* I'M GOING TO ALLOW YOU TO THROW IT ALL AWAY!

NO WAY I'LL LET YOU RISK EVERYTHING FOR... FOR *REILLY!*

WHY CAN'T YOU SEE THAT I'VE DONE IT ALL FOR *YOU?*

MAYBE YOU NEED TO SEE BENEATH THE MASK... TO KNOW THE *MAN* WHO CAN NEVER *BE.*

TAKE A GOOD *LOOK,* PETER.

DOES ANY PART OF THIS TWISTED FACE LOOK FAMILIAR, PETER?

IT SHOULD, BECAUSE...

I WAS THE FIRST CLONE!

BUT THE DEGENERATION TOOK ANY CHANCE I MIGHT HAVE OF A REAL LIFE.

WARREN TRIED TO KILL ME... THROW ME AWAY LIKE SOME FAILED EXPERIMENT. BUT THE DEGEN TWISTED MY POWERS AROUND AS WELL. I'M STRONGER THAN YOU, PETER... STRONGER THAN REILLY.

AND I'VE USED... WILL USE... ALL MY STRENGTH TO MAKE SURE THAT THE LIFE YOU'VE BUILT FOR YOURSELF IS NEVER IN DANGER.

IT'S WHY I'VE MADE REILLY'S LIFE A LIVING HELL FOR ALL THESE YEARS...

...IT'S WHY I *SET HIM UP* FOR MURDER ALL THOSE YEARS AGO.

I DID IT *ALL* FOR YOU.

KAINE... I'M SORRY, BUT...

I *DON'T* WANT YOUR *PITY*, PETER!

I JUST WANT YOU TO KNOW WHY I CAN'T... WHY I *WON'T*... LIFT A FINGER TO HELP REILLY!

IF WHAT I UNDERSTAND YOU'RE SAYING IS TRUE... IF YOU ARE REALLY MY CLONE... IF YOU ARE REALLY ME...

...HOW CAN YOU *NOT* HELP BEN?

HAVEN'T YOU BEEN LISTENING TO ME? I *WON'T!*

YOU GIVE ME NO CHOICE THEN.

I CAN'T STAND BY AND LET AN INNOCENT MAN FACE THE DEATH PENALTY FOR *YOUR* CRIMES.

AND IF THE ONLY WAY TO DO IT IS TO *REVEAL* MY *IDENTITY* TO THE COURT... TO THE WORLD... TO HAVE THEM KNOWABOUT THIS WHOLE MESS... THE CLONES... EVERYTHING...

...THEN THAT *IS* WHAT'S GOING TO HAPPEN!

NO!
I WON'T LET YOU THROW IT ALL AWAY!
NOT NOW.
TOO LATE, KAINE...
...IT'S GOING TO HAPPEN.

DON'T DO THIS... I'M BEGGING YOU.

REILLY IS WORTHLESS... HE HAS NOTHING... HE *IS* NOTHING.

YOU... YOU'RE GOING TO BE A FATHER... *YOU* HAVE CREATED *LIFE!*

FWAMM

YOUR HONOR... WITH THE COURT'S PERMISSION, I WOULD LIKE TO APPROACH THE BENCH!

I HAVE INFORMATION WHICH I FEEL IS PERTINENT TO THE OUTCOME OF THIS TRIAL.

PERTINENT TO THE *TRUTH.*

YOU HOLD IT RIGHT THERE, SPIDER-MAN.

I DON'T CARE *WHO* YOU ARE...

...THIS IS *NOT* THE WAY THINGS ARE DONE IN A COURT OF LAW.

THE TENSION IN THE ROOM IS PALPABLE.

EVERYONE IN THE ROOM WAITS FOR SPIDER-MAN'S NEXT MOVE.

THE FUTURE OF SO MANY WILL BE DETERMINED WITHIN THE NEXT FEW SECONDS.

AGAIN, YOUR HONOR, I APOLOGIZE TO THE COURT, BUT...

...THERE IS NO OTHER WAY FOR THE TRUTH TO COME OUT.

NO OTHER WAY.

SWAT

NO... PETER...

PARKER! THIS IS *INSANE!*

NO. ENOUGH.

I WON'T LET YOU DO THIS.

YOUR HONOR, I HAVE A CONFESSION TO MAKE.

THIS IS *HIGHLY* IRREGULAR...

YOUR HONOR, THE PEOPLE REQUEST THAT THESE MEN BE PLACED INTO CUSTODY AT ONCE...

...AND THAT, THIS TRIAL BE CONCLUDED --

YOU ARE IRRITATING ME, Mr. DISTRICT ATTORNEY!

NOW YOU *WILL* LISTEN TO WHAT I HAVE TO SAY!

AND YOU *WILL* BE QUIET!

SPIDER-MAN! REILLY! DON'T MOVE A *MUSCLE!*

YOU DO -- AND I'LL SNAP HIS NECK..!

YOUR HONOR... I COMMITTED THE MURDERS IN QUESTION... I MADE THEM LOOK AS THOUGH PETER PARKER COMMITTED THEM... I HAD MY FINGER-PRINTS ALTERED SO THAT THEY WERE A NEAR-PERFECT MATCH FOR PARKER'S...

I HATE PARKER... ALWAYS HAVE...

...ONCE HE PHOTOGRAPHED ME... KILLING...

NO MORE! YOU DON'T NEED... DON'T *DESERVE* MORE!

IF IT IS *PROOF* YOU REQUIRE... *PHYSICAL EVIDENCE...*

...NOW THAT I HAVE REMOVED MY GLOVE...

HERE...

IS...

...EVIDENCE!

OMIGOD!

SZZZ

CLOSE ONE... WASN'T IT?

CHECK OUT THE *MARK*... THE *FINGER-PRINTS*.

YOU'LL SEE IT'S *ALL* TRUE.

AND NOW, IT'S ALL OVER.

HE'S *LYING*. HE'S NOT GOING TO GIVE UP THIS EASILY.

BE READY.

I'M ON HIM, REILLY.

THANK GOD.

AMEN.

OFFICER, I'D LIKE TO ASSIST YOU ALL... MAKE SURE HE'S SECURED BEFORE...

NOT NECESSARY. WE GOT HIM UNDER CONTROL.

HE'S GIVEN UP, AND EVEN IF HE DIDN'T, WE'VE GOT ENOUGH GUNS TRAINED ON HIM TO --

Oh... AND ONE MORE THING... IF IT PLEASES THE COURT...

NOW THAT I'VE PREVENTED MY WORST FEAR FROM COMING TRUE...

I'M GOING TO DO WHAT I WASN'T ABLE TO DO FOR YEARS...

...AND CARRY OUT YOUR EXECUTION!

TO BE CONCLUDED IN THE PAGES OF SPECTACULAR SPIDER-MAN #226!

MARVEL COMICS®

THE TRIAL OF PETER PARKER Part 4 of Four

THE SPECTACULAR SPIDER-MAN™

ONLY $1.50 U.S.

$2.05 CAN/UK £1.25
226
JUL
CC 02199

APPROVED BY THE COMICS CODE AUTHORITY

AT LAST! THE ONE TRUE SPIDER-MAN® REVEALED!

STAN LEE PRESENTS:
THE CONCLUSION OF
THE TRIAL OF
PETER PARKER!

THE FINAL VERDICT

MERE MOMENTS AGO, THE MASKED VIGILANTE KNOWN AS KAINE BURST INTO THIS COURTROOM!

SHOCKING EVERYONE PRESENT, HE CONFESSED TO THE MURDER CHARGES WHICH HAD BEEN LEVELED AT PETER PARKER!

AND THEN, WITH A BLOOD-CHILLING ROAR, KAINE STORMED FORWARD*...

I'LL PROVE I'M THE TRUE SERIAL KILLER, PARKER--

--BY KILLING YOU!

KAINE'S GOTTA KNOW THE TRUTH! HE MUST REALIZE PETER AND I TRADED PLACES, AND I'M REALLY BEN REILLY!

*SPIDER-MAN #60. --ERIC

TOM DEFALCO
WRITER

SAL BUSCEMA
PENCIL BREAKDOWNS

BILL SIENKIEWICZ
FINISHED ART

CLEM ROBINS
LETTERER

JOHN KALISZ
COLORS

ERIC FEIN
EDITOR

DANNY FINGEROTH
GROUP EDITOR

BOB BUDIANSKY- EDITOR-IN-CHIEF

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

HOW DO I DEFEND MYSELF WITHOUT BLOWING THE FACT THAT PETER'S SECRETLY SPIDER-MAN?!

FOR AN INSTANT, BEN REILLY HESITATES... AS CAUTION WARS WITH HIS NATURAL BATTLE-TRAINED INSTINCTS!

BUT THEN, ANY NEED FOR A DECISION IS ABRUPTLY RIPPED FROM HIS HANDS --

--BY THE SUDDEN APPEARANCE OF A MOST WELCOMED WEB-SWINGER!

NO NEED TO DEMONSTRATE YOUR HOMICIDAL TENDENCIES, PAL!

SHOW AND TELL IS OVER!

IT'S NAP TIME!

GLAD TO HAVE PETE ON THE SCENE, BUT HE'S STILL NO MATCH FOR A PSYCHO POWERHOUSE LIKE KAINE!

I'VE GOT TO FIND A WAY TO--

HOLD ON, MISTER! I'VE SEEN THAT LOOK IN OTHER EYES!

YOU MAY HAVE SAT THROUGH THE TRIAL, BUT IT WAS MY HUSBAND AND OUR FUTURE AT RISK!

PLEASE DON'T JEOPARDIZE US NOW!

I HAVE NO DESIRE TO FIGHT YOU, SPIDER-MAN!

GOODY!

YOU'LL SAVE US BOTH A LOT OF HEARTACHE--NOT TO MENTION SOME REALLY NASTY BRUISES--BY SURRENDERING!

NOW'S OUR CHANCE--GET HIM!

PILE ON! WE'LL OVERWHELM THIS CREEP BY SHEER NUMBERS!

THE ODDS ARE IN OUR FAVOR! HE'S GOING NOWHERE!

LOOK OUT! HE'S STARTING TO SQUIRM!

SQUIRM? SQUIRM?! KAINE DOES NOT SQUIRM BEFORE THE LIKES OF YOU!

ALL RIGHT ALREADY! MAYBE SQUIRM WAS A POOR WORD CHOICE!

NOT EVERYONE CARRIES A POCKET THESAURUS!

ZAK!

ON ANOTHER FRONT, I STRONGLY SUGGEST YOU GIVE UP! YOU DON'T HAVE A CHANCE! YOU'RE COMPLETELY SURROUNDED!

PWAAM

AS YOU SHOULD WELL KNOW, SPIDER-MAN... ANYONE CAN KEEP FIGHTING WHEN HE'S ON THE WINNING SIDE!

A TRUE HERO PERSEVERES EVEN IN THE FACE OF CERTAIN DEFEAT!

NICE SPEECH.

VERY INSPIRATIONAL!

BUT IT DOESN'T APPLY TO THE PRESENT CIRCUMSTANCES...

NOT UNLESS YOU'VE GOT A SUICIDE WISH!

JACOB RAVEN--!

YOU'RE UNDER ARREST, KAINE...

FOR THE MURDER OF MY PARTNER...

LOUISE KENNEDY!

I CONGRATULATE YOU, DETECTIVE RAVEN. YOUR DOGGED PERSISTENCE HAS FINALLY *PAID OFF!*

YOU'VE GOT ME...

FOR NOW! I'M BEAT... SURROUNDED BY ARMED COPS. I CAN ESCAPE AT MY LEISURE.

LET ME JUST BEND THE JUDGE'S EAR FOR A FEW MINUTES, PETER MY BOY...

AND YOU'LL LEAVE THIS COURTHOUSE A *FREE MAN!*

I DO BELIEVE *THANKS* ARE IN ORDER.

YOU'RE *RIGHT*, MR. LOCKER...

THANKS, SPIDEY!

I SINCERELY WANT TO THANK YOU FOR CLEARING THE *PARKER* NAME!

NO PROBLEM... uh... PETE.

I HONESTLY *COULDN'T* HAVE DONE IT WITHOUT YOUR HELP!

OH, SPIDER-MAN! I COULD JUST *KISS* YOU!

AND THAT'S ONLY THE *START* OF WHAT'S WAITING FOR YOU BACK HOME!

LISTEN UP, EVERY-ONE--!

DAILY BUGLE

I JUST GOT A CALL FROM KEN ELLIS AT THE COURTHOUSE...

PETER PARKER HAS BEEN EXONERATED OF ALL CHARGES!

THE REAL SERIAL KILLER IS NOW IN POLICE CUSTODY!

A WAVE OF APPLAUSE, MIXED WITH A FEW DOZEN SPONTANEOUS SHOUTS OF APPROVAL, SWEEPS OVER THE NEWSROOM OF THE DAILY BUGLE...

AND THEN...

:harumph:

OKAY, EVERYONE! BACK TO WORK! WE STILL HAVE A NEWSPAPER TO PUBLISH!

WE MUST KEEP OUR OBJECTIVITY. OUR READERS DESERVE TO GET THE FACTS OF THIS CASE!

WE'LL HAVE A HEADLINE REVIEW IN TEN MINUTES!

HOO-HAH!

JUST LOOK AT HIM--!

SO SMUG! SO SELF-SATISFIED!

THE JACKAL'S HIDDEN LAB.

I HATE HIM!

I HATE THEM BOTH!

REALLY?! MOST YOUNG MEN FIND MRS. PARKER RATHER APPEALING!

ALTHOUGH I'VE ALWAYS HAD A PREFERENCE FOR CURVY BLONDES...WITH GREAT, BIG EYES!

I WAS REFERRING TO *BEN REILLY* AND *PETER PARKER!* I STILL DON'T UNDERSTAND WHY YOU WON'T ALLOW ME TO DESTROY THEM, JACKAL...

...AND LET THE WORLD KNOW I AM THE *REAL* PETER PARKER!

PATIENCE, DEAR BOY! PLEASE HAVE PATIENCE!

ONCE I HAVE FINISHED MAKING THE NECESSARY ADJUSTMENTS TO MY *CARRION VIRUS*...

I PROMISE WE'LL ALL GATHER TOGETHER FOR A GOOD, OLD FASHIONED *FAMILY REUNION!*

AFTER I RIPPED THE TOP OFF THE POLICE VAN, DOCTOR OCTOPUS AND I STRUGGLED FOR ONLY A MINUTE OR SO...

THEN I SNAPPED HIS NECK!

THAT'S FINE FOR NOW. WE'LL FILL IN THE DETAILS ON OTTO OCTAVIUS LATER.

WHAT CAN YOU TELL US ABOUT THE MURDER OF DETECTIVE LOUISE KENNEDY?

IT HAPPENED IN SALT LAKE CITY.

I KILLED HER.

STANDING OUTSIDE THE INTERROGATION ROOM, DETECTIVE JACOB RAVEN SUDDENLY REALIZES THAT HE HAS BEEN HOLDING HIS BREATH.

FOR THE PAST THREE YEARS, HE HAS RELENTLESSLY PURSUED THE MAN WHO MURDERED HIS PARTNER.

THREE YEARS! AND ALL THAT RAVEN HAS SACRIFICED COMES DOWN TO THREE SIMPLE WORDS...

"I KILLED HER."

"I KILLED HER."

"I KILLED HER."

ALONE IN HIS PRIVATE LABORATORY, DR. SEWARD TRAINER CHECKS AND RE-CHECKS THE RESULTS OF THE GENETIC TESTS WHICH HE RECENTLY RAN ON THE PARKER FETUS*...

ASTOUNDING! NEVER WOULD I HAVE ANTICIPATED A DEVELOPMENT LIKE THIS!

I HOPE YOU'RE PREPARED FOR A SHOCK, BENJAMIN...

YOU AND THIS POOR BABY'S MOTHER!

*AS SHOWN IN WEB OF SPIDER-MAN #129.--ERIC!

I DON'T BELIEVE THOSE TELEVISION REPORTERS! THEY FOLLOWED US RIGHT TO THE FRONT STEPS OF YOUR BROWNSTONE!

SHHH! THEY'RE PROBABLY LISTENING AT THE MAIL SLOT! THIS IS SUPPOSED TO BE YOUR HOME, TOO!

THEY DON'T REALIZE YOU'RE NOT MY HUSBAND!

PETER IS A VERY LUCKY MAN. I...

I ENVY HIM!

:ahem:

NO NEED TO WHISPER!

THE CURTAINS ARE CLOSED, AND THOSE TV GUYS ARE CAMPED ACROSS THE STREET!

IT'S OVER, BEN! YOU'RE FINALLY FREE! JACOB RAVEN ISN'T HUNTING YOU ANYMORE. NEITHER IS THAT LUNATIC KAINE!

YOU CAN GO WHEREVER YOU LIKE... WITHOUT HAVING TO LOOK OVER YOUR SHOULDER!

YOUR LIFE IS A CLEAN SLATE!

WHAT ARE YOUR PLANS? HOW WILL YOU CELEBRATE?!

EVEN THE NEWS MEDIA KNOWS BETTER THAN TO INTRUDE ON A MAN AND HIS WIFE AT A TIME LIKE THIS!

TO TELL YOU THE TRUTH, I HAVEN'T THE SLIGHTEST IDEA!

I'VE SPENT SO MUCH OF THE PAST FEW YEARS ON THE GO, CONSTANTLY MOVING FROM TOWN TO TOWN...

THE THOUGHT OF SETTLING DOWN ANYWHERE NEVER EVEN SEEMED REMOTELY POSSIBLE BEFORE NOW.

RRINGG

THE PHONE--!

PROBABLY A REPORTER!

LET THE MACHINE GET IT!

BENJAMIN? MRS. PARKER? THIS IS SEWARD TRAINER. IT IS URGENT THAT YOU CALL ME AS SOON AS--HELLO?!

MRS. PARKER, I AM SO VERY GLAD YOU PICKED UP...

LET'S MOVE, BUDDY BOY!

WE'VE GOT A SPECIAL SUITE RESERVED IN YOUR NAME AT RYKER'S ISLAND!

YEAH, AND THE STATE'LL COMP EVERYTHING FROM MAID SERVICE TO MEALS!

HOPE THAT HIGH-TECH MONKEY SUIT'S NOT TOO TIGHT. HAH.

HIS HEAD AS HIGH AND ERECT AS A VISITING DIGNITARY, KAINE PAYS LITTLE HEED TO HIS GUARDS.

"LET THEM JOKE," HE THINKS, BELIEVING THAT HE IS DESTINED TO HAVE THE FINAL LAUGH.

BUT THEN, WITHOUT WARNING, HIS MIND IS SUDDENLY AFLAME!

AND HE SEES MARY JANE PARKER...

DEAD!

BUT THIS TIME, HER MURDERER LURKS IN THE SHADOWS...

TO KAINE'S SURPRISE, SOMETHING ABOUT THIS MYSTERIOUS FIGURE STRIKES A FAMILIAR CHORD...

A VERY FAMILIAR CHORD!

"WHO IS HE?" KAINE URGENTLY MUSES.

"WHO IS HE?!"

I'M SEWARD TRAINER.

BENJAMIN HAS TOLD ME *QUITE* A LOT ABOUT YOU, MR. PARKER.

I'LL BET!

IT'S UNFAIR TO JUDGE SOMEONE I JUST MET, BUT I DON'T *LIKE* THIS GUY. DON'T TRUST HIM. HE *SEEMS* COLD, STANDOFFISH. A MAN MORE AT HOME WITH TEST TUBES THAN PEOPLE.

TRAINER MAY BE AN OLD FRIEND OF *REILLY'S*, BUT THAT STILL DIDN'T GIVE MY *CLONE* THE RIGHT TO BLAB ABOUT MY *LIFE*, MY *SECRETS*.

FASCINATING! I KNEW ONE OF YOU WAS A *CLONE* OF THE OTHER, BUT I NEVER EXPECTED SUCH AN UNCANNY RESEMBLANCE!

THERE ARE DIFFERENCES, YES. MINOR AND SUBTLE, BUT--

FORGET THE COMPARISONS, SEWARD. PETE AND I ARE COOL.

LET'S NOT FORGET THE MAIN REASON YOU ASKED US TO DROP IN...

YOU HAVE NEWS ABOUT OUR *BABY*?

INDEED! VERY *GOOD* NEWS IN THAT REGARD...

YOUR CHILD APPEARS TO BE VERY *HEALTHY*!

MARY JANE PARKER SMILES, EVEN AS TEARS BLIND HER EYES.

HER HUSBAND DOESN'T NOTICE.

HIS EYES ARE ALSO FLOODING.

BUT SOMETHING IN HIS FRIEND'S MANNER TROUBLES BEN REILLY...

WE'VE KNOWN EACH OTHER A LONG TIME, SEWARD.

YOU WOULDN'T HAVE ASKED US DOWN HERE UNLESS SOMETHING WAS WRONG.

YOU ARE *CORRECT*, BENJAMIN...

MRS. PARKER, THE ANOMALY WITH YOUR FETUS WHICH FIRST LED YOU HERE MAY HAVE BEEN CAUSED BY GENETIC DRIFT...

GENETIC WHAT?!

BUT YOU SAID MY BABY WAS GOING TO BE HEALTHY--!

THE CHILD WILL BE FINE. I DO NOT ANTICIPATE ANY COMPLICATIONS...

OTHER THAN THE POSSIBILITY THAT ONE OF ITS PARENTS MAY BE...

A CLONE!

WHAT'S YOUR GAME, MISTER?!

WE ALREADY KNOW WHO'S THE CLONE!

IT'S BEN! BEN!

PETER, PLEASE--!

TALK TO ME, SEWARD! THE JACKAL ONCE CLAIMED PETE AND I WERE BOTH CLONES! WAS HE TELLING THE TRUTH?

PERHAPS, BENJAMIN...

ON THE OTHER HAND, I NEVER HAD AN OPPORTUNITY TO COMPARE YOUR DNA WITH PARKER'S!

AND YOU STILL WON'T!

COME ON, MARY JANE! WE'RE OUT OF HERE!

NO, PETER! NO! WE'RE NOT GOING ANYWHERE!

WE'RE NOT LEAVING UNTIL WE FINALLY LEARN THE *TRUTH*!

DON'T YOU SEE WHAT THEY'RE *DOING*, HONEY?!

THEY'RE TRYING TO *SCAM* US! TRAINER IS BEN'S BUDDY!

THEY'RE IN IT TOGETHER!

YOU'RE SMART, PETER! YOU'LL *KNOW* IF THEY PULL ANYTHING FUNNY!

WE'VE GOT TO PUT AN *END* TO ALL THE *GUESSING*! ALL THE *DOUBTS* AND *FEARS*!

CONTRARY TO WHAT YOU BELIEVE, PARKER, I HAVE NO VESTED INTEREST IN THE FINAL OUTCOME.

THE TESTS ARE RELATIVELY SIMPLE. I SUGGEST YOU AND BENJAMIN PERFORM THEM YOURSELVES--

--AND COMPARE *RESULTS*!

DO IT, PETER!

DO IT FOR ME!

FOR OUR BABY!

BUT MOST OF ALL, DO IT FOR *YOURSELF*!

OKAY.

AND SO IT BEGINS. BLOOD AND TISSUE SAMPLES ARE TAKEN...

SCRUTINIZED!

COMPARED!

CONTRASTED!

ANALYZED!

AND SUBJECTED TO AN EXHAUSTING VARIETY OF EXAMINATIONS!

MARY JANE'S EYES ARE DRY NOW, AND SHE DOES NOT EVEN ATTEMPT TO DISGUISE THE FEAR WHICH LURKS WITHIN THEM...

SHE DESPERATELY WANTS THE BURDEN OF UNCERTAINTY FOREVER LIFTED FROM HER HUSBAND'S SHOULDERS.

ONCE AGAIN, PETER PARKER IS ON TRIAL FOR HIS LIFE...

...AND THE LIVES OF THOSE HE LOVES!

--OR ANY HOPE OF APPEAL!

BEN, OUR CONCLUSIONS ARE IDENTICAL!

THEY'RE A PERFECT MATCH!

THEN THERE'S ABSOLUTELY NO ROOM FOR DOUBT--!

AND THIS TIME A FINAL VERDICT MUST BE REACHED AND RENDERED--

--WITHOUT PREJUDICE--

PETER...

I AM SO VERY SORRY!

YOU'RE THE CLONE!

I...I'M THE ORIGINAL!

OH, GOD...

MY BABY!

IT'S A LIE!

IT'S GOTTA BE A LIE!

YOU CAN'T DO THIS TO ME!

YOU CAN'T STEAL MY LIFE!

YOUR LIFE? YOUR LIFE?!

YOU NEVER SHOULD HAVE HAD IT IN THE FIRST PLACE!

I'M THE INJURED PARTY!

I'M THE ONE WHO WAS ROBBED OF FIVE YEARS!

SWAK

YOU AND TRAINER ARE MESSING WITH MY MIND--

--JUST LIKE KAINE AND THE JACKAL HAVE DONE FOR MONTHS!

KWOK

YOU CAN'T FOOL ME, REILLY!

I DON'T KNOW HOW, BUT--

--YOU RIGGED THE TESTS!

IT'S THE ONLY EXPLANATION THAT MAKES SENSE!

THAT'S BULL... AND YOU KNOW IT!

FACE THE FACTS, PETE! YOU'VE BEEN LIVING UNDER A DELUSION FOR THE PAST FIVE YEARS--

--AND IT'S OVER!

YOU--AND THAT THIRD "PARKER"--YOU'RE BOTH FAKES!

LIAR!

LET ME GO, DOCTOR TRAINER! MY HUSBAND NEEDS ME!

DON'T BE FOOLISH, MRS. PARKER! THEY'RE OUT OF CONTROL! BOTH OF THEM!

SPWA-

KWUK!

I'M THROUGH BEING JERKED AROUND, REILLY!

I'M TIRED OF PLAYING EVERYONE'S PATSY!

YOU'RE GOING TO FINALLY COME CLEAN! I WILL GET THE TRUTH--

--EVEN IF I HAVE TO CHOKE IT OUT OF YOU!

MRS. PARKER, DON'T GO NEAR THEM--!

YOU MUSTN'T INTERFERE! YOU MIGHT ACCIDENTALLY ENDANGER YOUR BABY!

STOP IT, PETER!

FOR THE LOVE OF GOD... STOP!

YOU'RE KILLING HIM!

GET AWAY FROM ME!

LEAVE ME ALONE!

SPWAT!

WHAM

SLKKK!

MY GOD--!

WHAT HAVE I DONE?

WHAT KIND OF MAN AM I?!

DON'T LEAVE ME, PETER--!

PLEASE

DON'T

GO

PERFECT!

EVERYTHING IS PROCEEDING EXACTLY ACCORDING TO PLAN!

I AM NOW READY TO BEGIN MASS PRODUCTION OF MY NEW AND IMPROVED CARRION VIRUS!

AND THIS FORMULA'S A GUARANTEED KILLER!

I JUST NEED TO PICK UP A FEW EXTRA INGREDIENTS...A BOTTLE OF VANILLA EXTRACT, A LITTLE OREGANO, AND A HIGHLY EXPERIMENTAL ISOTOPE!

I'LL GO! ANYTHING'S BETTER THAN BEING COOPED UP IN THIS STUPID LAB!

FINE!

THE ISOTOPE I REQUIRE CAN BE FOUND IN THE OFFICES OF THE GENETECH RESEARCH COMPLEX IN SAYVILLE, LONG ISLAND--*

--AND YOU'LL WANT TO LOOK YOUR BEST!

YOU...YOU DESIGNED A COSTUME FOR ME?!

WHY NOT? YOU DESERVE EVERYTHING THAT PARKER AND REILLY HAVE...AND MORE!

* FOR THE FULL STORY ON THIS LITTLE TRIP, PICK UP NEW WARRIORS #61, ON SALE SOON! --ERIC

TRUST ME, MY BOY...THE DAY WILL COME WHEN CLONES LIKE YOU RULE THE EARTH!

AND, WITH YOUR HELP, IT'LL BE HERE MUCH SOONER THAN ANYONE ANTICIPATES!

AT LAST IT BEGINS! IN ONE WEEK: MAXIMUM CLONAGE: ALPHA!

AUG • 1
$1.95 US
$2.65 CAN

MARVEL®
SPIDER-MAN GROUP

SPIDER-MAN®: THE JACKAL FILES™

APPROVED BY THE COMICS CODE AUTHORITY

ST. PIERRE
PALMIOTTI

BUSCEMA

AUG • 1
$1.95 US
$2.65 CAN

MARVEL
SPIDER-MAN GROUP

SPIDER-MAN®: THE JACKAL FILES™

APPROVED BY THE COMICS CODE AUTHORITY

ST. PIERRE
PALMIOTTI

STAN LEE PRESENTS--

THE JACKAL FILES

HE IS UNMITIGATED INSANITY-- THE EPITOME OF MADNESS-- POSSESSED OF A LUNACY THAT ONLY LENDS ITSELF TO HIS INSIDIOUS DESIGNS OF WORLD DOMINATION--

--A TWISTED, DIABOLICAL GENIUS DRIVEN BY AN AMORAL VISION-- HE IS EVIL--

--HE IS THE JACKAL!!

ARE YOU COMFORTABLE...?

CAN I GET YOU ANYTHING?

THIS STORY TAKES PLACE BETWEEN THE EVENTS OF SPECTACULAR SPIDER-MAN #226 AND NEW WARRIORS #61.-- TOM

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

AFTER ALL, I AM ABOUT TO CYBER-MNEMONICALLY* DOWN-LOAD A HUGE, HEAPIN' HELPIN' OF VITAL INFORMATION INTO THAT GENETICALLY PERFECTED NOGGIN OF YOURS--

--I DON'T SEE ANY REASON WHY WE HAVE TO DISPENSE WITH THE USUAL AMENITIES...

...WOULD YOU CARE FOR A COCKTAIL?

MACADAMIA NUTS?

MOIST TOWELETTE?

PETER?

PETER?!

PETER PARKER, YOUR LIFE IS CALLING!

*LOOK IT UP! --TOM

JINKIES! I MUST HAVE HIT THE SNOOZE BUTTON WHEN I HOOKED HIM UP TO THIS THING!

WELL, SLEEP AWAY, M'BOY! YOU'LL STILL BE ABLE TO CATCH THE IN-FLIGHT-MOVIE!!

OUR FILM TODAY IS CALLED "PEOPLE I HATE AND HOPE DIE!!"

NOT REALLY. NOT ALL OF THEM. NOT RIGHT AWAY.

SOON, THOUGH...

...VERY SOON!

ANYWAY, GET READY!! ONCE I INITIATE THE PROGRAM...

♩...YES, THESE ARE THE PEOPLE IN YOUR NEIGHBORHOOD...♪

...THE PEOPLE THAT YOU MEET EACH... ♪

♩...DAY!! ♪

THE SCARLET SPIDER

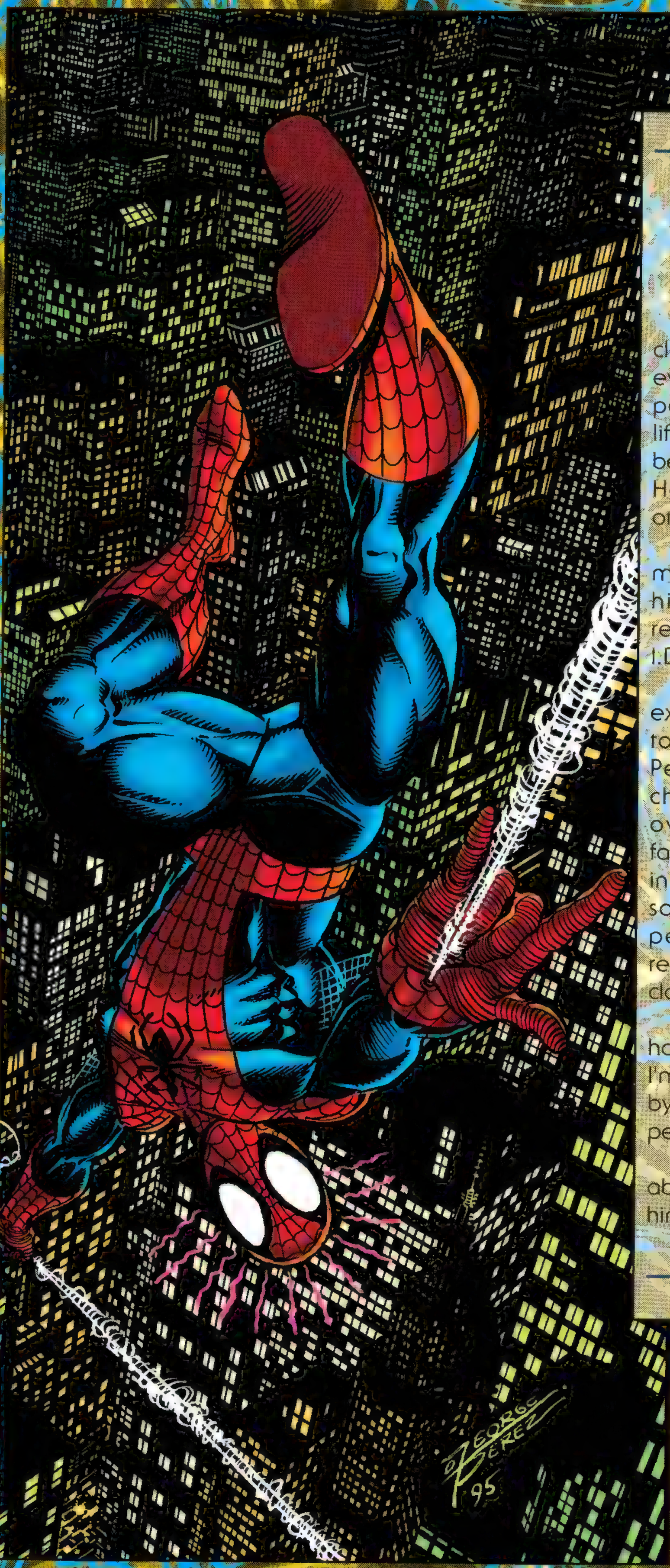
It's best to begin at the beginning; and this is it. The man now known as Ben Reilly—the SCARLET SPIDER—is, in fact, the original Peter Parker!

Years ago, when I had the opportunity to retrieve tissue samples from this rather unique young man, I did what any self-respecting biochemist with an unhealthy obsession in cellular regeneration would do—I cloned him!! After instilling within the clone the memories of Peter Parker, I nurtured his belief that he was the true Peter—the true Spider-Man—

—and then I set him loose!!

He kicked the snot out of the original. And, while insinuating himself into the life of Peter Parker, never aware of his lurking clone-liness, I was able to "persuade" the original that he was the clone!! Adopting the name Ben Reilly, he took to the road, where he's wasted the last five years despairing over his "inhumanity", ignorant all along as to how masterfully and malevolently he had been manipulated!! That is, until just recently—he found out!!

He may be kinda touchy about this, so be ready to beat him up when I tell you to...!



SPIDER-MAN

And so, my first perfected clone went on to achieve what even I was reluctant to imagine possible—the assumption of a life!! He became Peter Parker, because he **was** Peter Parker—!! He had no reason to believe otherwise!!—

He had all of Peter Parker's memories, all his emotions, all his powers, all his responsibilities—his wallet and I.D.!!!

But, like all good experiments, this one must come to an end! Of all my clones, Peter is the only one whose chemical make-up has overcome the degeneration factor—the one remaining flaw in my cloning process. With a sample of his blood, I can perfect the process, and repopulate the world with my clones!!

Orchestrating events which have revealed the truth to Peter, I'm sure he's equally devastated by the news that he's been my perfect little puppet all along...

He may be kinda touchy about this, so be ready to beat him up when I tell you to...!

KAINE

Your demented, degenerated brother, KAINE, was my first failed attempt at cloning Peter Parker—or rather, for a short time there, he was my first success!! But eventually, the breakdown began—deteriorating him on a cellular level. I was able to arrest the process (although, why I did, I couldn't say—looking back, I should have just let him splash to the floor, and mopped him up later with a Bounty...).

Scarred and deranged, Kaine developed a bitter hatred of life, and—with a little help from me—of Ben Reilly, as well!!! Since my return, he has haunted the shadows, longing to take his place amongst our little dysfunctional family.

I hate him.

If you get a chance—kill him...

THE JACKAL

Playmate Data Sheet

Name: Professor Miles Warren aka The Jackal

Age: 57 -(since recanted) 4 months Birthplace: Brooklyn, NY

Ambitions: Perfect cloning process, clone human race, world domination

Turn-ons: The female lifeguards on "Baywatch", Gwen Stacy, being a manipulative, evil, fun kinda guy!

Turn-offs: hair in the sink, the degeneration process, clones that think they know everything, Spider-Man!!

GWEN STACY

I said before that it all began with Ben Reilly...the real Peter Parker, but that's not true.

It began with Gwen.

A student of mine years ago at Empire State University, I allowed myself to become obsessed with Gwen; her charm, her innocent grace, her beauty. Her sudden and tragic death devastated—and motivated me, as well. I hurled myself into my research, desperate to find the means to re-create her, only to discover that her death was the direct result of her relationship with Perer Parker—Spider-Man!!

I successfully cloned Gwen—several times—only to have each one meet with either degeneration—or death! One survives, however, although she is somehow lost to me. Someday I'll find her...

MARY JANE PARKER

Okay—you're going to **love** this one...!

What do you get when you cross a drop-dead-gorgeous red-haired-green-eyed, leggy-supermodel-turned-actress with an arachnidian clone...?

I don't know either, but give me about seven-and-a-half months and I'll get back to you...

Boy, **OPRAH** could run a **week** of shows with Mary Jane—"I Married A Clone!"—"I'm Carrying the Spider-Clone's Love-Child!"—"yes, Oprah—I can feel the baby kick and kick and kick and kick and kick..."!

She might be kinda touchy about this.

Your messed-up sibling **Kaine**'s been having visions of Mary Jane's impending demise, so if the occasion arises...

Hey, **somebody's** got to do it!

CARRION

The living embodiment of my **Carrion Virus**—this guy is **Pestilence** in Spandex®!! He is infectious with a touch, rapidly spreading disease, decay, and death!

I love this dude! He's my **Hero**!!

Unfortunately, the lucky stiff that the power possesses—another former student of mine, Malcolm McBride—is one of those guys that suffers from being terminally **nice**! Absolutely **gushing** with those morals and values everyone is always telling me so much about. He is currently under both **employment AND psychiatric care** at The Ravencroft Institution, some sort of work/study program...

Still—he'd be great to have on the team—!

GUY DORIAN
AND
SCOTT KOELISH
FIN

SHRIEK

In my professional opinion, as a Professor of Biology specializing in Generic Cloning, **and** as a Megalomaniacal Genocidal Maniac, I can only say—

—**This chick is NUTS!!!**

She is so way CRAZY, she makes Sonny the Cuckoo bird look like Dan Rather!!

Her name is Frances Barrison, and she is an empath—able to feel and absorb the emotions of others—and to fire those emotions right back at you!! In a fit of compassion, she recently absorbed the Carrion Virus right out of McBride—prepared to sacrifice herself in the name of love...

She's all about emotion—so it's not so difficult to understand that she'd be **Emotionally Disturbed**!!! Did I tell you she was **NUTS**?!? She's **INSANE**!!! Stay away!! If you run into her, on the street or something, Don't go near her!! I don't want that loony-toons in my house!!!

THE

NEW WARRIORS

Mouseketeer Roll Call—Count off now!! All right—these kids have some limited connection to **Genetech**, so you ought to know something about them.

Justice, the leader of the group, is a fairly powerful telekinetic!

Firestar hurls heat, manipulating microwaves at her whim!

Powerpax can alter his mass, his corporeal state, and the light-wave infractions around him!

Turbo has the power to generate concussive winds and bursts of compressed energy. Apparently she also has the ability to change her sex, which I can only imagine must come in handy from time to time...

And **Speedball**, a kinetic, frenetic, satellite of energy! I think he's made out of rubber...

While my plans call for you to be in-and-out of Genetech quickly, you do run the risk of possibly confronting one or all of them. Watch an episode of **90210** before you leave—that should give you the right incentive to bear the tar out of them!!

THE

GREEN GOBLIN

There's a new kid in town who apparently has gotten ahold of some Green Goblin gear—now on sale at all GAP locations!

Now, the first Goblin was businessman Norman Osborn—who was directly responsible for the death of my sweet Gwen—and who was succeeded by his son Harry, Peter Parker's best friend.

But, they're both dead... believe me, I checked.

I mean, I **really** checked.

So who's the new guy...? I don't know.

But, I **do** know I don't like the Green Goblin—and that applies to the new kid, too! If the opportunity arises... kill him!

HOBGOBLIN

Ned Leeds was a mild-mannered reporter for a great metropolitan newspaper, who, through journalistic investigation, stumbled upon one of the **MANY** abandoned Green Goblin hideouts. Using his newly appropriated **apparati**, Ned, an **intense** fellow who drank **way** too much coffee embarked upon a **Hobgoblin-for-hire** criminal career.

But he got killed—so forget everything I just said.

The **new** guy is Jason Macendale, the former **Jack O'Lantern**, trained in a myriad of **espionage tactics** and several disciplines of the **martial arts**, and recently endowed with super-strenght 'n' stuff.

He's out there, somewhere, riding on a flying bat...

RASKIN 1995

JUDAS TRAVELLER AND THE HOST

Immortal, omnipotent, omniscient, manipulative, arrogant Demi-god who seeks to fully comprehend man's capacity for evil by analyzing the actions of certain individuals (I won't mention any names, but his initials are—SPIDER-MAN!) with the aid of his entourage of fawning, preening, posing, super-powered pawns.

Mr Big Shot, All-Powerful, Tough Guy.

He don't scare me...

Here's the lowdown on his little "posse", though, in case you cross paths:

Boone and Medea—mercenaries—an expert tracker and an expert marksman, respectively.

Chakra—a spiritualist psychic.

Mr Nacht—I haven't figured this guy out yet—he's either Traveller's personal biographer, or his **bookie**...

I don't know why Traveller has singled out **Spider-Man** to focus his attentions on, but I don't **like it**. If anyone is going to manipulate our little wall-crawler, it's going to be **me**!

VENOM

At some point, while I was "out of the loop," Spider-Man was presented with a new costume believed to be comprised of a wonderfully **alien** fabric. Discovering that the costume was, in fact, **an** alien—a living, **symbiotic**, organism—Peter threw it away, hoping never to see it again.

No such luck!

Being a symbiotic creature, the costume had **bonded** with Peter, drawing on his **inner psyche** to determine its outward **appearance** and **bearing**. Needing a new **host**, the costume soon hooked up with **Eddie Brock**—a washed-up one-time journalist—and together they became—**Venom**!

Neither one of them is all too **fond** of Spider-Man...

CARNAGE

Try to follow me on this:

As near as I can determine, a renegade scrap of Venom's costume—possibly a disenchanted **elbow patch** or **pant-leg**—went AWOL in search of a new **symbiotic host**—and found **Cletus Kassady!!!**

Eddie Brock had been an **angry, moralless** wacko who brought to Venom an unfettered **violent rage**—!

But **Cletus Kassady**—

—was a total **NUTJOB!!!**

He's **WACKY CRAZY INSANE!!!** A **SERIAL KILLER** WITH THE **ULTIMATE WEAPON!**

Now, I'm no expert—correct me if I'm wrong—but you don't give a slimy, oozy, symbiotic alien life-form costume to a guy that's **certifiably psychotic...!!!**

You watch—**somebody's** going to get **hurt!!!** Avoid him if you can!

THE LIZARD

Now if this is the Lizard I remember, then he is, in actuality, Dr. Curt Connors, a fellow biologist who lost his right arm in the service. Unable to continue his practice as a surgeon, he **NATURALLY** (Pay—I say—Pay attention, son...that's **sarcasm**!!) redirected his course of study to that of **reptilian regeneration**—in hopes of finding some way to regrow his missing limb!!

Now, color me reactionary, but—**HELLOOOOOOOO**!!—D'ja ever hear of a little thing called **cloning**...?!? You want a **new arm**...? I got new arms comin' out my **cellular regeneration tank**!! I could grow you a new arm with a can of **Campbell's Turkey Noodle Soup** and a box of **Bisquick**!!!

But, **Nooooo**!!—Apparently, Connors was looking for a more—**scaley**—look!! After developing a recombinant formula designed to do the trick, Connors soon transformed into **The Lizard**, a reptilian humanoid with a psyche completely separate from that of Connors! He has given ben and Peter a run for their money on more than one occasion—and evidently, his newest hobby is **de**-volving!!

THE VULTURE

Another recipient of a **make-over** amongst Spider-Man's more deadly foes is Adrian Toomes—**The Vulture**. A miracle of rejuvenation—he must have **bathed** in Oil of Olay!! I don't know how he got so young, but I do know that it's made him even more **unbalanced** than he was before!!! He recently decided that he could start his life over again, simply by **killing** everyone who knew him before! In theory, it probably looked **great** on paper, but how **time-consuming**!! I say, kill **everybody**, and replace them all with **clones**!! It's so much **simpler**—!!

Anyway, Toomes started offing all his old pals and acquaintances using a **developmental virus** he had stolen, and was **defeated** by Spider-Man—but not before the Vulture had infected Peter with the virus as well...

DOCTOR OCTOPUS

Long considered to be Spider-Man's deadliest foe, Dr. Otto Octavius became the villainous **DOCTOR OCTOPUS** when his cybernetic "servo"-arms became grafted to his body in a terrible lab explosion. Having always been a scientist with an **attitude**, Octavius now had the power to do something about it, to "**force**" his megalomaniacal opinions on the masses. Fortunately, Spider-Man was usually there to stop him.

Good thing, too—this guy's a **crackpot!!!**

Of course, recently, in a shocking display of **altruistic sincerity**, Ock saved Peter's life as the web-head lay **dying** from the developmental virus given him by The Vulture. So, **that** was nice...

And so, in the true spirit of 'Instant Karma,' no sooner does the poor sap do something right—KRAK—your **insipid** "brother," Kaine, snaps his neck **for no apparent reason!!** Jeez, that kid is getting to be a real embarrassment...!

So that's it!! Dr. Octopus is **dead!!**

Before he was killed, however (and possibly the reason why he was trying to get in touch with his more "sensitive" side...), Ock had taken up with—

STUNNER

—STUNNER!!

Ah, her **name** says it all!!

She's a **big, bold bountiful bundle of woman!!** A **paragon** of **physical perfection** possessing the ability to **phase** between specific locations. And **strong**..? She's got the strength of... of...of **TEN Grinches...plus** 2!! And she can take a punch...!

But, this is what puzzles me the most..she hooked up with **Octavius?!?** I mean, **Come ON...!! How** does this **happen?!?!** She's **Beautiful!! STUNNING!!! What** could she see in that little nerd with the funny haircut?!? It's the whole **Julia Roberts/Lyle Lovitt** thing all over again?!?

Well, it doesn't matter **now**— the tentacled freak is **dead**...

She may be kinda touchy about that...

SILVER SABLE

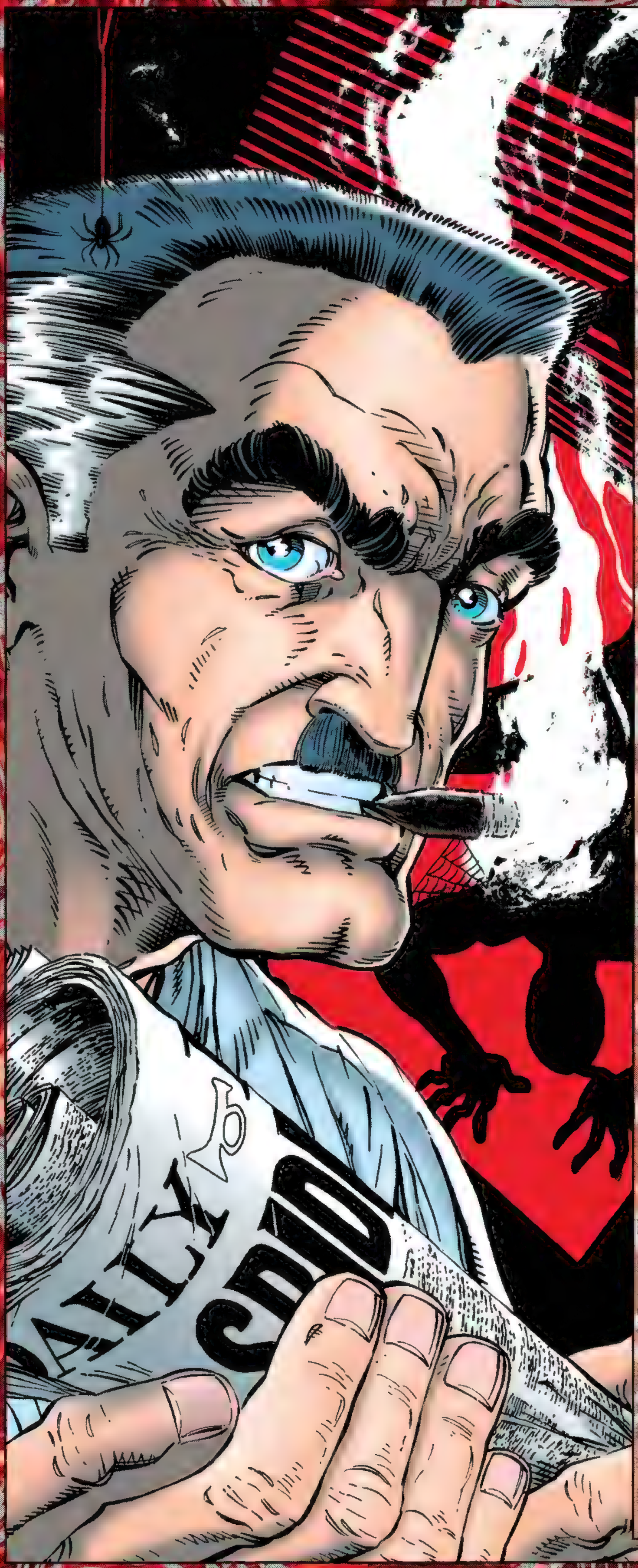
I don't really have much to say about this one, I just thought that you might appreciate a **look**...

Sable is a diplomat or ambassador or something from Symkaria, one of those small, unknown European countries that you're always hearing so **little** about...! Leader of a covert team of former Nazi hunters called the **Wild Pack**, she now hires them out as a band of international bounty hunters specializing in kidnappings and stolen goods recovery. You ask me, she's been watching too much **Mission: Impossible**!

She's **hired** Spider-Man a few times in the past to assist her and her crew in a couple capers involving some super-powered villains.

They've got all the latest in hi-tech weaponry, and from what I hear, she's no slouch as a strategist.

And I think she's **Hot**!!



J. JONAH JAMESON

Here's a guy who plays a great many roles in the life of our favorite web-slinger...!!

J. Jonah Jameson is the Publisher and Editor-in-Chief of the New York **Daily Bugle**, an old "newspaper man" from way back—he'd die before he'd admit that print is being replaced by the likes of CNN and tabloid TV. As the Editor of the **Bugle**, he gave Peter his first job, and has been his employer ever since, barking out assignments, making sarcastic comments on Parker's life (on **everybody's** life!), and just being downright irascible!! He's been a wonderful father-figure...

And that's no joke!! Beneath that gruff exterior, Jameson obviously has a special place in his heart for Peter, for it was he who anonymously financed Peter's defense in the recent murder trial!!

Publisher, Editor, employer, surrogate father—but this is the part that kills me: Jameson's **obsession**!! Over the years, Jameson has invested an incredible amount of time and money, launching one vicious, biting, condemning editorial after another, waging his one-man war against—you guessed it—**SPIDER-MAN**!!!

That **kills** me!!!

I mean, what if he **found out**?!? I'm not saying I'm gonna tell him or anything—but what if he found out...?!?!

THE BLACK CAT

"LONGEST RUNNING SHOW ON BROADWAY!!"

"YOU'LL MARVEL AT THE SPECTACLE!!"

"YOU'LL BELIEVE A CAT CAN DAN—oh, sorry...

Felicia Hardy is a former cat burglar turned adventurer, former adversary turned companion, former romantic interest turned friend-of-the-family. She and Peter met up several years ago, and they have been involved in each other's lives, to some degree, ever since. She used to have some wacky "bad luck" power, is incredibly agile, and, of course, is the "WINNER OF 17 TONY AWARDS, INCLUDING BEST MUSICAL!!!"

SCRIER

Enigmatic.

YOU!

You, Perer, are easily my greatest generic achievement!! A clone of the original Perer Parker, you possess all of his memories and incredible abilities: his unique **agility**, **strength**, and **spider-sense**...!!!

But while I had you in the "shop", I got under the hood and did a little **tweaking** and fine **tuning**, giving you the ability to control your physical make-up on a **molecular level**!! You can alter your mass, density, shape and state all by a force of **will**!! Adaptable to any contingency, you're what **evolution** would do to Spider-Man over the next 100,00 years (I just sped things up a bit)!! You are the **perfect** Perer Parker—the **ultimate SPIDER-CLONE**!!!

...and I have such plans for you...!

You will be my living **doomsday device**!!

my **FAIL-SAFE**!!

my **dead-man's switch**...

BAIR -1995-

--FOR WHEN THIS LITTLE PETER PARKER SCENARIO HAS PLAYED ITSELF OUT--WHEN THIS FIVE-YEAR-LONG EXPERIMENT IS FINALLY OVER...

KRUNK

...YOU'LL BE BATTING "CLEAN-UP!!!"

IT WILL BE YOUR DISTINCT PLEASURE...

...TO KILL EVERYONE!!

PETER! BEN! KAINE! MARY JANE! KAINE! ANYONE ELSE WHO GETS IN YOUR WAY! KAINE!!

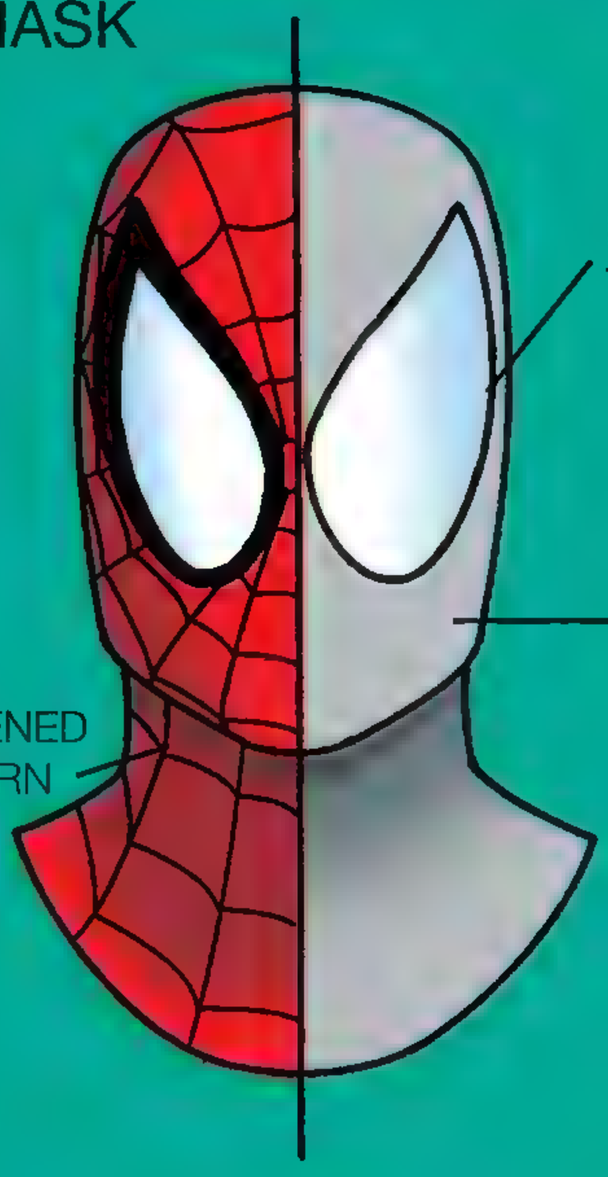
YOU'LL ELIMINATE ANY TRACE THAT THEY EVER EXISTED--

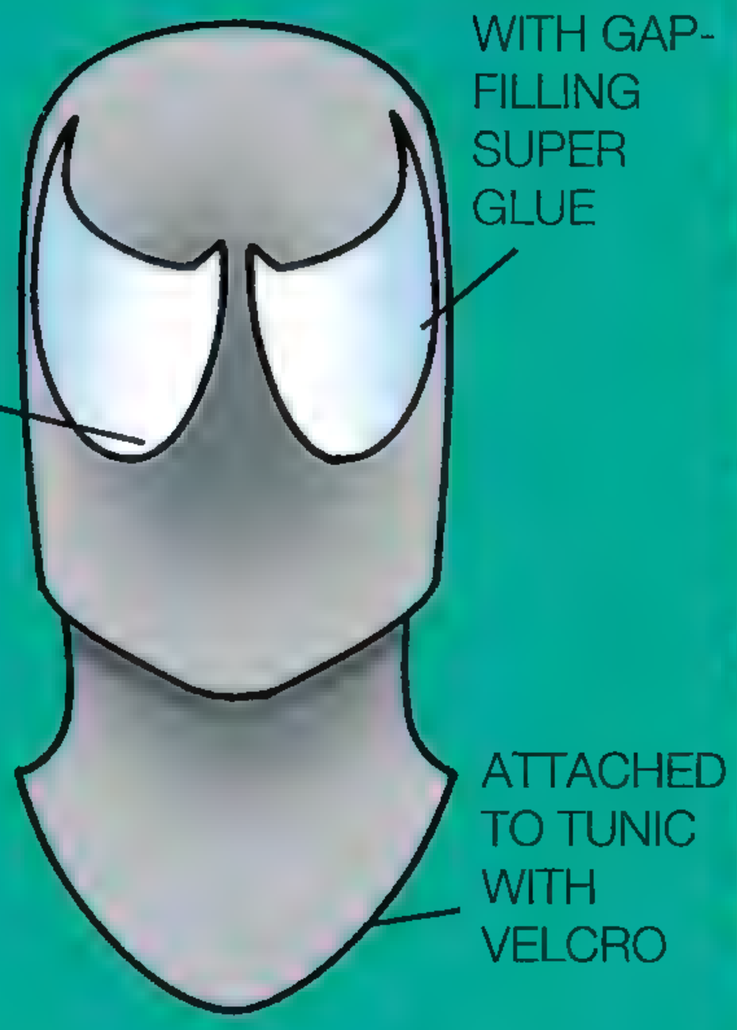
--YOU'LL COMMIT MASS SPIDER-CIDE!!

HEY, THAT'S KINDA WACKY, BUT I LIKE IT... YEAH...

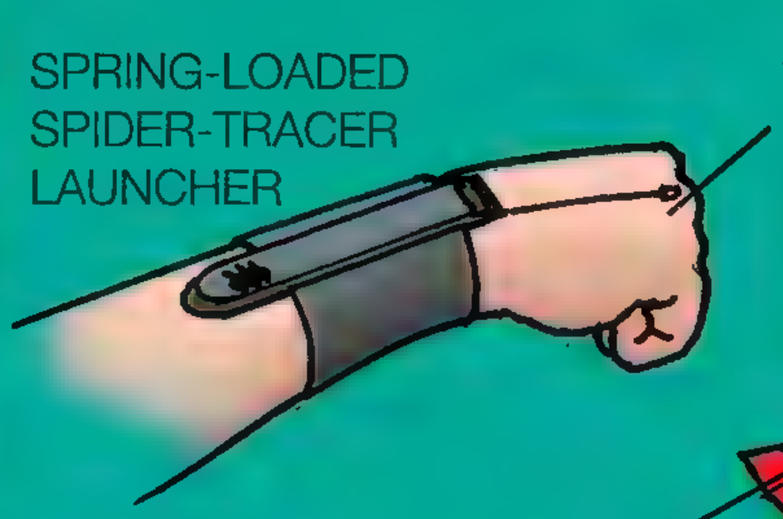
...SPIDERCIDE!!!

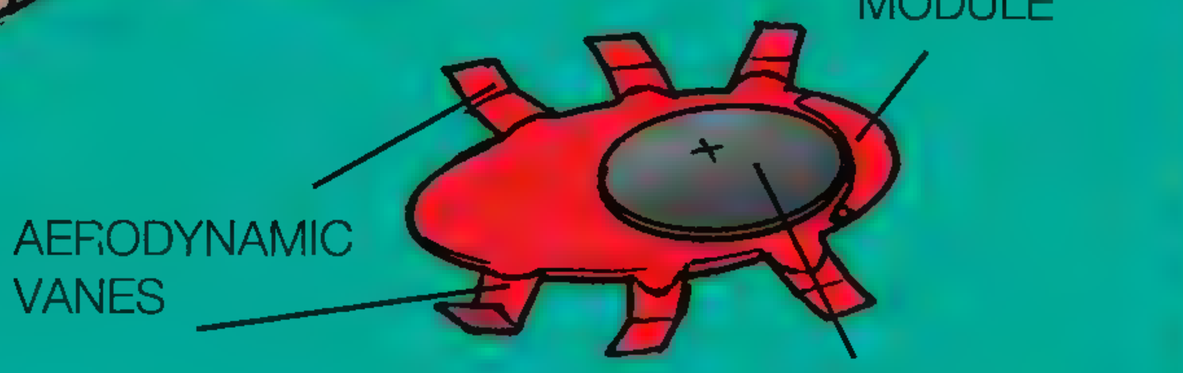
SPIDER-MAN'S MASK





SPIDER-MAN'S SPIDER-TRACER



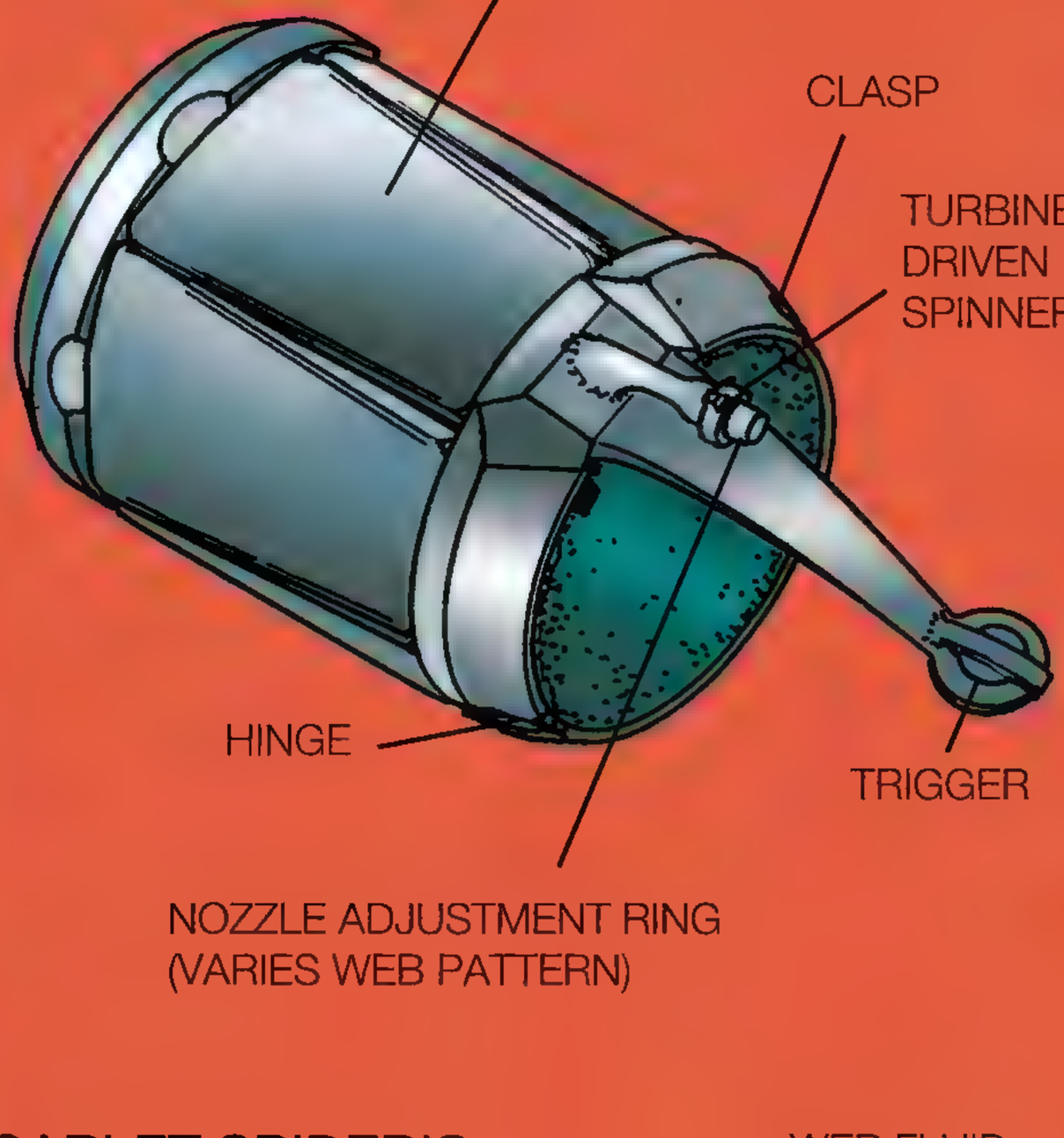


SPIDER-MAN'S MASK

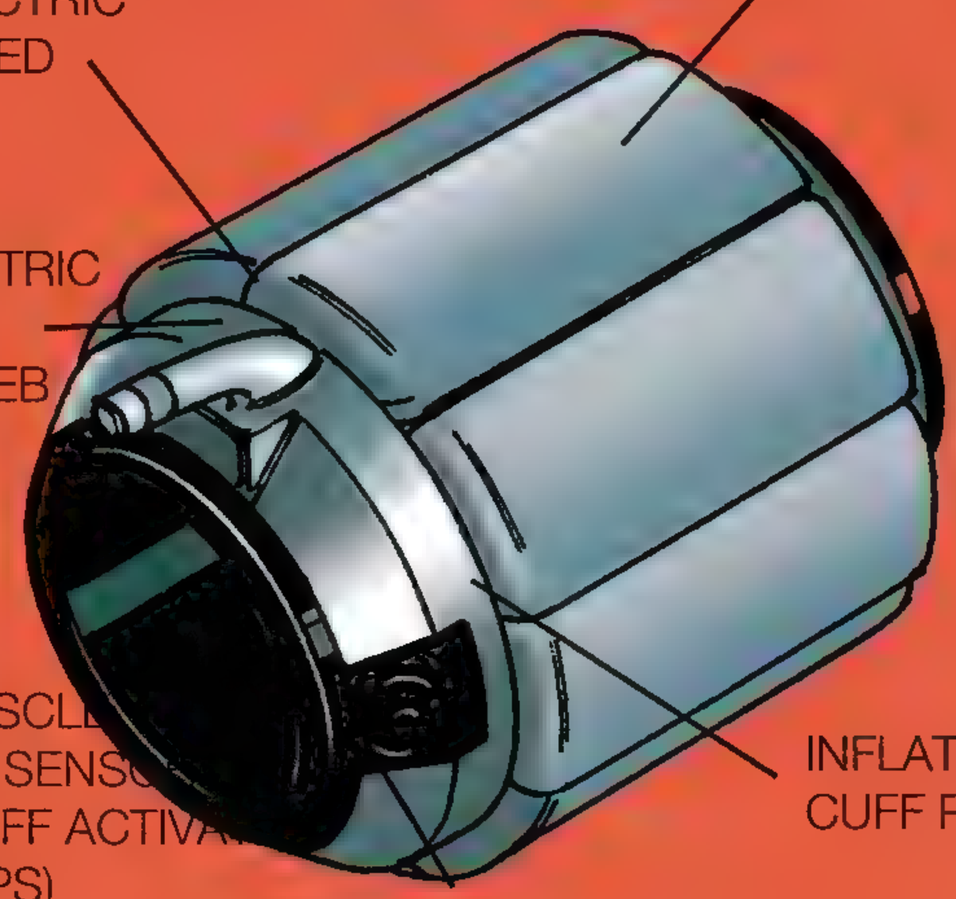
In that you will undoubtedly be dealing with both Peter and Ben on a somewhat "**intimate**" level, I thought it would be a good idea that you familiarize yourself with all their little **toys** and **gadgets**. This bit of info could help you out should you have to **confront** one or both of them, or if you find it necessary to **imitate/mock them**. **Mock them! MOCK THEM!!** Call them **names** and **taunt** them!!! (Ben especially gets riled by "**Spidey-pants!**")

Both costumes are **thermally insulated**, although their unique metabolisms make them less susceptible to the inclement weather. Both are **hand wash only**—probably a little Woolite® in the sink—line dry—I mean, you can't just walk into the laundermat and toss one of these in the **dryer**, y'know? People would know...!

SPIDER-MAN'S
WEB-SHOOTER



SCARLET SPIDER'S
WEB-SHOOTER



SPIDER-MAN'S WEB-SHOOTER

It's easy to see that Ben's life on the road afforded him the time to expand his **scientific** and **inventive** horizons, creating some **modifications** on his original **web-shooter**. While Ben's new shooter is technologically more **advanced**, there are **advantages** and **disadvantages** to each of them—mostly, though, when it comes to playing **tennis**—or **Stratego**.

Peter's web-shooter is fairly self-explanatory; it is situated on the lower wrist, the **valve** positioned on the inner wrist, the **trigger** resting comfortably in the hollow of the palm. Years of practice have kept him from inadvertently grabbing a bottle of Coke® and spraying his webbing all over the deli...

Ben's modified version touts a "**twist-of-the-wrist**" activation—various **sensors** within the cuff are stimulated by various **wrist positions** to issue the various **types of webbing available**.

SCARLET SPIDER'S IMPACT WEBBING

And the **Webbing**?!—Don't get me **started**!!

He's got it all!! **Thin** webbing! **Wide** webbing! **Impact** webbing! **Jack Webbing**! **Stingers**! He's got **Minidot Tracers** (to update the original **Spidey Tracers**)! Over the years, Ben's really **experimented** with this stuff!!

I'm **awed** and **impressed** by his **resourcefulness** and **ingenuity**!!

Then again, it's nothing that you couldn't **duplicate** organically...!

SCARLET SPIDER'S IMPACT WEBBING, STINGERS, MINIDOT TRACERS

IMPACT WEBBING

—WHILE INSIDE SHOOTER

IMPACT WEBBING ON FIRST CONTACT WITH AIR —EXPANDING POLYACETINIDE-CHAIN MOLECULE

IMPACT WEBBING AT POINT OF IMPACT –ULTRA-LONG CHAIN, STICKY MOLECULES LINK, EXPAND LINEARLY AND CIRCULARLY, WHICH ENHANCES RESTRAINING EFFECT

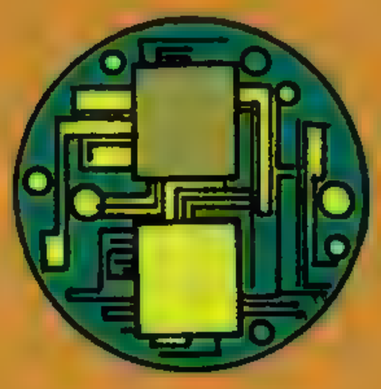
STINGER

FRONT VIEW

SIDE VIEW—AERODYNAMIC SHAPE

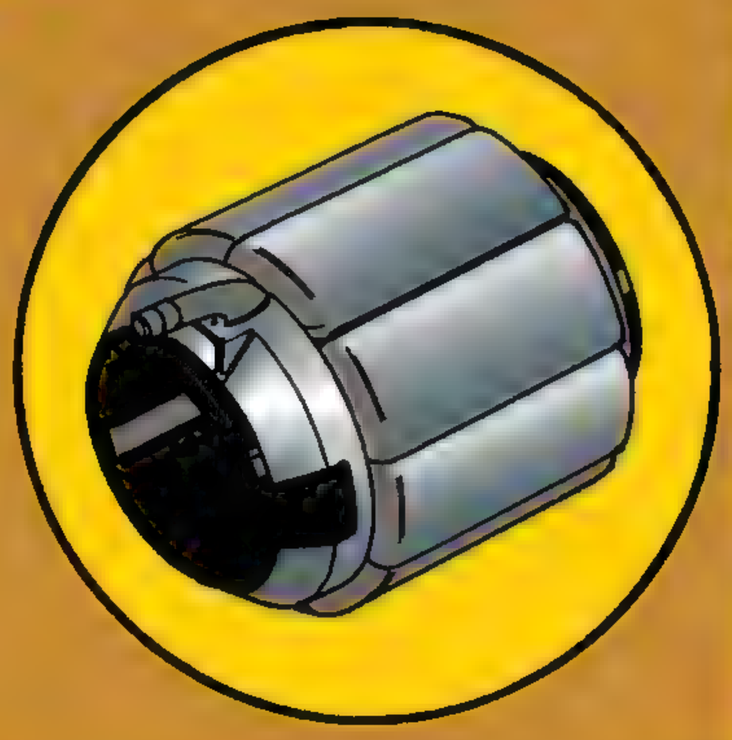
MINIDOT TRACER

SHAPED LIKE A MINIATURE FRISBEE—AT 1/4" DIAMETER JUST AT THE POINT OF STABILITY

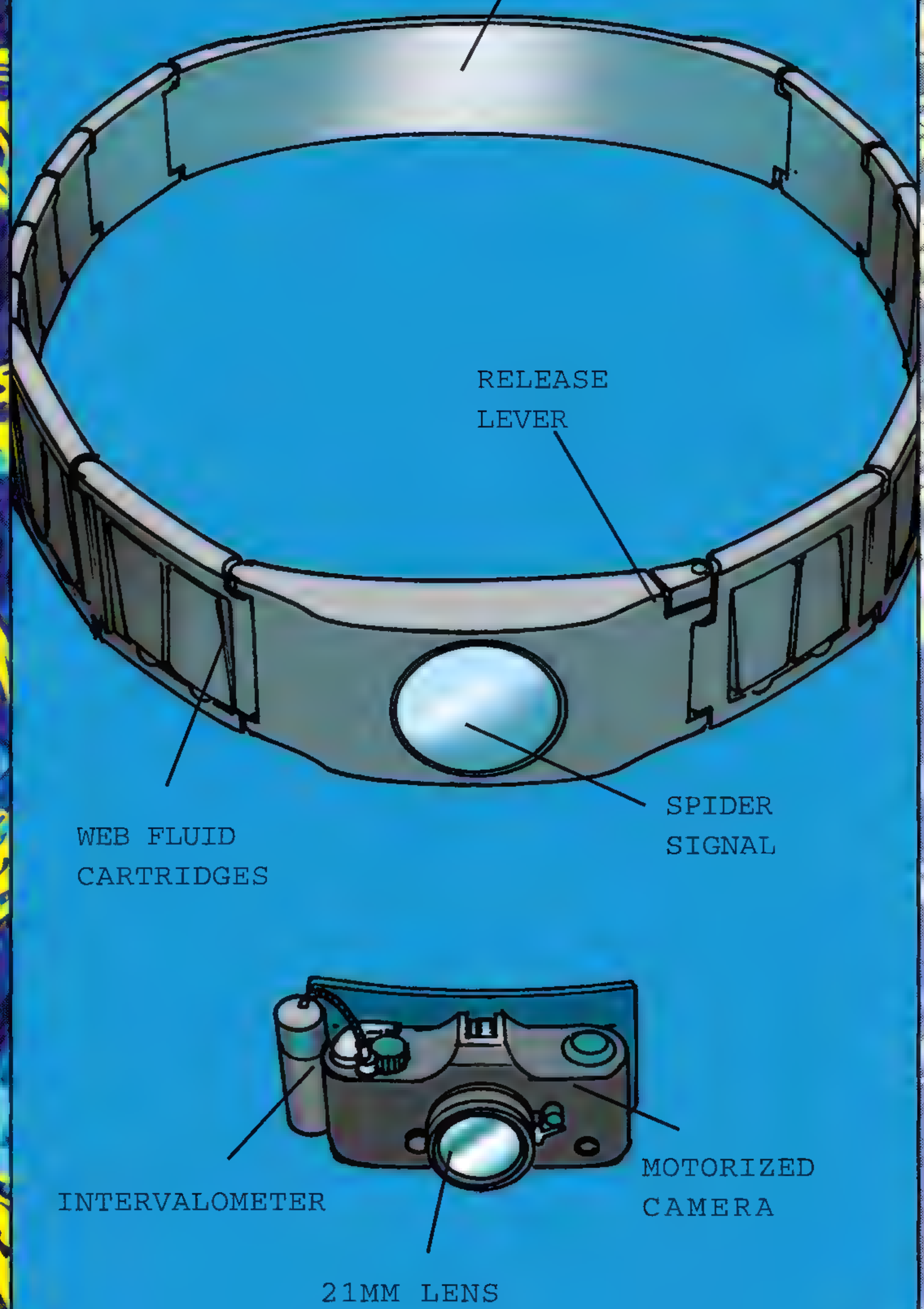


ELECTRONIC ULTRA-RANGE FREQUENCY PACKAGE

CASSETTE-STYLE, INDIVIDUAL WEB-SHOOTER LAUNCHING POD—FIRES IMPACT WEBBING GEL CAP, STINGERS, MINIDOT TRACERS



SPIDER-MAN'S
EQUIPMENT BELT



SPIDER-MAN'S
CAMERA

SPIDER-MAN'S EQUIPMENT BELT

Peter, on the other hand, has found the necessity of **employment** to be the inspiration of **invention**. Plagued with the **responsibilities** of being Spider-Man, Peter devoted **his** inventive nature to continuing to combine his "**extracurricular**" activities with his job as a **photojournalist**.

From the outset, it has been Jameson's **fevered obsession** with the Spider-Man Menace that has kept Peter in the somewhat **contradictory** position of photographing himself in **action**! Although reluctant to do so, he has continued to carry a camera with him, recording for the **BUGLE** the nefarious activities of sundry super-villains, and, of course, their inevitable **defeat**! (Oh, man—If Jameson only **knew**!!)

Peter keeps extra web cartridges in a hidden belt, as well as his camera and the always popular **Spider-signal**, which, for some reason, seems to strike **fear** in the hearts of anybody doing anything wrong. Bad guys, I mean...y'know?

written by:
Todd DeZago

penciled by:
Mark Buckingham - 4,18
George Pérez - 5
Patrick Zircher - 6,12,24
Dan Lawlis - 7,19
Joe St. Pierre - 8,9,13,16,17,20,23
Guy Dorian - 10
Michael Bair - 11,22,26
Jordan Raskin - 14
Roger Robinson - 15
Liam Sharp - 21
Pat Olliffe - 25

inked by:
Mark Buckingham - 4,18
George Pérez - 5
Jeff Albrecht - 6,7,19,24
Scott Koblish - 8,9,10,17,23,25
Michael Bair - 11,22,26
Andrew Pepoy - 12
Cam Smith - 13
Jordan Raskin - 14
Roger Robinson - 15
Mark Farmer - 16,20
Liam Sharp - 21

framing sequence artwork by:
Roger Robinson
Jim Amash

framing sequence lettered by:
Jim Novak

technical drawings by:
Eliot Brown

colored by:
Gregory Wright

special thanks to:
Andy Jozesowicz

interior design by:
Dawn Geiger

cover design by:
Richard Starkings/Comicraft

cover artwork by:
Joe St. Pierre
Jimmy Palmiotti

assistant editor:
Glenn Greenberg

editor:
Tom Brevoort

group editor:
Danny Fingeroth

editor in chief:
Bob Budiansky

MARVEL

SPIDER-MAN'S CLONE STALKS

APPROVED BY THE COMICS CODE AUTHORITY

THE NEW WARRIORS

61
JUL

©1995 MARVEL ENT. GROUP, INC.

MAXIMUM CLONAGE PROLOGUE

ZIRCHER
PEPOY - 1995

JUSTICE — TELEKINETIC FURY! FIRESTAR — MUTANT MISTRESS OF MICROWAVES! SPEEDBALL — BOUNCING BUNDLE OF ENERGY! TURBO — THE HUMAN TORPEDO! ALEX POWER — THE MODULAR SUPER HERO! FIVE YOUNG HEROES WITH THE COURAGE TO CHANGE THE WORLD — AND THE POWER TO BACK IT UP!

STAN LEE PRESENTS . . . THE NEW WARRIORS

EVERYONE HATES A CLONE

"MR. LEETE— FRANK-- CALM DOWN AND START FROM THE BE-GINNING, ALL RIGHT?"

"Y-YEAH-- I MEAN, YES, MR. ROSEN.

"JUST A LITTLE FRAZZLED STILL, I GUESS-- "

"I UNDERSTAND, FRANK... BUT IT'S IMPORTANT TO OUR INVESTIGATION THAT WE— "

"OF COURSE, SIR. LET'S SEE— EVERYTHING WAS FINE UP TILL ABOUT 5:04 AM THIS MORNING..."

"NOT TO **INTERRUPT**, FRANK, BUT FOR THE RECORD... YOU'RE TALKING ABOUT EARLY SATURDAY MORNING, MAY 27, HERE AT THE **GENETECH SCIENCE FACILITY** IN SAYVILLE, LONG ISLAND, **CORRECT?**"

"OH... **YES**, THAT'S, UH, **CORRECT.**"

"CONTINUE, PLEASE."

"WELL, LIKE I **SAID**... EVERYTHING WAS FINE UP TO 5:04 A.M.... WE'D HAD A **QUIET NIGHT** AND WERE LOOKING FORWARD TO THE **DAY SHIFT** TAKING OVER IN A FEW HOURS...

"... AND **THAT** WAS WHEN THE **TROUBLE** STARTED.

STORY BY **EVAN SKOLNICK** - PENCILS BY **PATRICK ZIRCHER** - INKS BY **ANDREW PEPOY** - LETTERS BY **JOHN COSTANZA** - COLORS BY **JOE ROSAS** - EDITS BY **TOM BREVOORT** - CHIEF EDITS BY **BOB BUDIANSKY**

TINNIT

"FIRST WE LOST THE **CAMERAS** IN SECTOR THREE..

THWIPP

"THEN WE LOST ALL INTERNAL **POWER**, AND THE **PHONE LINES** WENT DEAD.

SHZZT ZZTT

"I WAS... UNDERSTAND-ABLY CON-CERNED.

"I ORDERED THE BOYS INTO **SECTOR THREE** WHILE I POWERED UP THE EMERGENCY **CELLU-LAR** TO CALL THE LOCAL **AUTHORITIES**--

"-- BUT THEY NEVER EVEN MADE IT TO THE END OF THE **HALL.**

KR-AK

THWAKK

"WHOEVER IT **WAS**, HE WAS **LIGHTNING FAST**--

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

"I GOT ONE SHOT OFF--

"-- POINT-BLANK RANGE, CAN'T SEE HOW I MISSED--

THWOOP

FWORNK

"-- AND THEN HE HIT ME WITH-- SOMETHIN'.

"AND THAT'S ALL I REMEMBER, UNTIL I GOT WOKEN UP BY THE DAY SHIFT AT ABOUT 7 OR SO."

"MMM. NOT... PARTICULARLY HELPFUL, I'M AFRAID, FRANK."

"I KNOW, SIR. I'M SORRY, HE WAS JUST TOO-- "

"FAST, YES, I KNOW. WE'RE CLEARLY DEALING WITH A SUPER-HUMAN OF SOME KIND HERE.

KREEHNNCH

"BUT WHO IS HE?

THSSSSSH

"AND WITH PSIONEX GONE, WHO CAN HELP US RECOVER THAT CONTAINER...

"WHAT COULD HE POSSIBLY WANT WITH OUR SUPPLY OF RIBONUCLEIC NANOCONTAGIUM?

"... WITHOUT BRINGING THE AUTHORITIES DOWN ON US LIKE A TON OF BRICKS?"

MANHATTAN... 9:12 A.M.

BRICKS!

GET YER *?$ IN GEAR, MORELLI!

I TOLD YA, WE NEED MORE BRICKS ON THE ROOF--

WHA-- WHOOOOA!

OH GOD OH GOD OH GOD

OH GOD

OH GOD

OH-- HUNH?

PETE!

WHAT IN THE #^%&--

I THOUGHT YOU PEOPLE KNEW YOUR BUSINESS, MR. COOPER!

WE DON'T HAVE INSURANCE FOR THIS KIND OF ACCIDENT!

UNNH... UH, THANKS KID.

BUILDING MUST BE IN WORSE SHAPE THAN WE THOUGHT.

MIGHT COST YA SOME EXTRA...

ALEX...?

SSZRAPP

YOU WERE SAYING, MR. COOPER... ?

WE'LL... WE'LL COME IN UNDER ESTIMATE...

GLAD TO HEAR IT.

AND... LET'S BE CARE-FUL OUT HERE, OKAY?

THAT WAS PRETTY *COOL*, JUSTICE... BUT DO YOU *STILL THINK* IT WAS A GOOD IDEA TO GO WITH THE *LOWEST BIDDERS* ON ALL THESE REPAIRS?

I MEAN, I *KNOW* THOSE *"DAMAGE CONTROL"* GUYS WERE KINDA *PRICEY*, BUT THEY'RE SUPPOSED TO BE *REALLY GOOD*--

THAT'S *TRUE*, ALEX... BUT WE'VE GOT TO BE *PRACTICAL*.

AS GENEROUS AS NIGHT THRASHER'S *SLUSH FUND DONATION* WAS * , WE CAN'T FORGET WE'RE ON A *LIMITED BUDGET* AROUND HERE.

THERE WON'T BE A *TAYLOR FOUNDATION* TO *CATCH* US WHEN WE RUN OUT OF MONEY *THIS* TIME.

*SEE LAST ISSUE!-- TOM

YEAH, I GUESS YOU'RE *RIGHT*.

EVEN THOUGH LETTING *ANYONE* ELSE IN HERE IS KIND OF *DANGEROUS*, SINCE NOW THEY *KNOW* IT'S THE *NEW WARRIORS' HEADQUARTERS*...

... BUT I'M SURE *YOU* ALREADY THOUGHT ALL THAT *THROUGH*, RIGHT? THAT'S WHY *YOU'RE* THE *LEADER*.

I GUESS *SO*, ALEX...

NOT LIKE WE HAD MUCH OF A *CHOICE* IN THE MATTER... IT WAS EITHER FIX *THIS* HEADQUARTERS OR *DO WITHOUT* ONE!

BUT ALEX IS *RIGHT*... THIS COULD *SNAP BACK* ON US SOMEDAY. AND IF IT *DOES*, IT'LL BE *MY* FAULT!

HOW DID THRASH MAKE ALL THESE *DECISIONS*... AND MAKE IT LOOK SO *EASY*?

WILL LEADERSHIP OF THE WARRIORS *EVER* BE SOMETHING I'M *COMFORTABLE* WITH... OR *GOOD* AT?

BEDEEP

BEEDEEP

NEW WARRIORS HEADQUARTERS-- *HEY!*

I'LL GET IT, THANK YOU.

THIS *ISN'T* A *PUBLIC LINE*.

SORRY, IT WAS *REFLEX*. I USED TO BE A *RECEPTIONIST*...

HELLO?

OH, GOOD MORNING, MR. ROSEN. *OF COURSE* I REMEMBER YOU.

IN FACT, LET ME *GUESS*... YOU'RE CALLING TO TELL ME OF YOUR *LATEST CALAMITY* AT *GENETECH*...

WHILE, TWENTY FEET BELOW....

-- MIGHT BE ABLE TO CUT THROUGH THE CONTROL CORDS WITH A DIAMOND DRILL... IF WE HAD ONE...

OR YOU COULD JUST ASK ALEX TO DISINTEGRATE THE %@#^ DOOR, IDIOT.

AW, THAT WOULD TAKE THE FUN OUT OF IT.

FUN!

LISTEN, "HINDSIGHT GEEK," I TOLD YOU BEFORE-- FAR AS I'M CONCERNED, YOU'VE GOT TWO EXCUSES FOR USING UP PERFECTLY GOOD OXYGEN RIGHT NOW...

... ONE: FINDING NITA! TWO: FINDING GARTHAN SAAL AND FIGURING OUT A WAY FOR ME TO GET MY NOVA POWERS BACK! NOW--

I CAN'T DO MUCH ON EITHER OF THOSE COUNTS UNTIL THE MAINFRAME IS REPAIRED, RICH.

IN THE MEANTIME, SINCE I'M NOW PRETTY MUCH IN CHARGE OF THE CRASH-PAD, I THINK IT'D BE A GOOD IDEA TO BETTER FAMILIARIZE MYSELF WITH THE PLACE...

... ESPECIALLY THE SEALED-OFF LOWER LEVELS, WHICH I CAN'T BELIEVE YOU GUYS NEVER EVEN BOTHERED TO EXPLORE!

YOU CAN STILL SEARCH INTERNET MANUALLY WITH THE PC'S!

ECCH! ISN'T THERE ANY SUGAR LEFT?

SSHH.

THAT WOULD BE SO INEFFICIENT AS TO BE POINTLESS.

LOOK, I'M SORRY YOU LOST YOUR GIRLFRIEND AND YOUR POWERS, RIDER... BUT IT WASN'T MY FAULT.

AND I THINK YOU'D BETTER GET USED TO THE IDEA THAT YOU DON'T HAVE YOUR SUPER-POWERED WEIGHT TO THROW AROUND ANYMORE--

I DON'T NEED MY POWERS TO HANDLE YOU!

NOW, ARE YOU GONNA--

C-COMM BADGE! MY COMM BADGE IS BUZZING!

BZZZZT

HINDSIGHT HERE.

CARLTON, THIS IS JUSTICE... I NEED YOU TOPSIDE ASAP.

WE'VE GOT ANOTHER SITUATION AT GENETECH, AND I DON'T WANT TO LEAVE THESE WORKERS UNSUPERVISED UP HERE.

I'M ON MY WAY, JUSTICE!

GUESS YOU'RE OFF THE HOOK, LAFROYGE...

... FOR NOW.

OAK HILLS MALL--- MONTCLAIR, NEW JERSEY...

Cala Ole'

K'ONE

Mariaros

THANKS AGAIN FOR GIVING ME A LIFT TO THE *MALL*, ANGEL... DIDN'T REALLY FEEL LIKE *WALKING* DOWN HERE AGAIN.

HEY, NO *PROB*, JUPE... THOUGH I *STILL* THINK *FLYING* YOU IN WOULD HAVE BEEN FASTER THAN BORROWING MY DAD'S *CAR*.

NO THANKS... I'D RATHER BE A COUPLE OF MINUTES *LATE* AND FACE *LARDBUTT LEFKOWICZ* THAN--

THERE YOU ARE! *FRONT* AND *CENTER*, JUPITER-- *YOU'RE* THREE MINUTES *LATE!*

SPEAK OF THE *DEVIL*...

... OR A REASONABLE FACSIMILE...

YOU *SURE* YOU DON'T WANT ME TO TRY TO GET YOU A *JOB* HERE, ANGEL?

IT'S EASY MONEY... *MORE* OR *LESS*...

I'LL TAKE A RAIN...

... CHECK...

IS THAT...?

OH MY GOD-- IT *IS!* IT'S THAT JERK WHO.... WHO *DATE-RAPED JUPITER* A FEW MONTHS BACK!*

*SEE LAST YEAR'S *NEW WARRIORS ANNUAL #4!*

I... CAN I... UH, I MEAN, WHAT WOULD YOU... TAKE YOUR ORDER... ?

YEAH, *SURE*, BABE.

I *KNOW* I HAVE THIS *EFFECT* ON WOMEN, BUT I'M SURE YOU'LL GET THIS *STRAIGHT*...

... I'M PRETTY *GOOD* AT GIVING *ORDERS*. HENH HENH HEH!

THE SON OF &*#%@ DOESN'T EVEN *REMEMBER* YOU! I'LL--

NO, ANGEL! HE'S NOT EVEN *CLOSE* TO BEING WORTH IT!

THANK YOU, COME AGAIN.

HOW CAN YOU JUST LET HIM *SIT* THERE AND *SMILE?*

I DIDN'T EVEN SEE YOU *SPIT* ON HIS *FOOD.*

LOOK, ANJ, IT'S IN THE *PAST.*

I'D RATHER *LEAVE* IT THERE, AS OPPOSED TO COMING UP WITH SOME LAME ATTEMPT AT *REVENGE--*

YEAH, WELL, *I'M* NOT ABOVE LAME ATTEMPTS AT REVENGE...

THIS'LL HEAT THINGS UP FOR LOVER BOY!

SSS

-- SO I *SAYS* TO THE GUY--

WHORMF

SSS

PHAAAAH!

MY *MOUFF!* MY *MOUFF!*

HEY-- *YECCH!*

$#*%, MAN-- !

UMMH UMH

GLURB GLURB

"HENH HENH HEH"... YOU WANT *FRIES* WITH THAT?

ARE YOU *CRAZY?!*

USING YOUR *POWERS* ON *REGULAR PEOPLE* LIKE THAT? THAT'S *DANGER-OUS!*

DON'T WORRY, JUPES-- I HAVE *GREAT CONTROL* OVER MY LITTLE *GIFT...*

WELCOME TO BURGER

JEEZ, ANGEL, YOU THROW *MICRO-WAVES* AROUND! HOW DO *YOU* KNOW WHAT KIND OF *LONG-TERM EFFECTS* THEY'LL HAVE ON PEOPLE?

YOU COULD BE GIVING FOLKS *CANCER*, OR MAYBE MAKING THEM *STERILE* OR SOMETHING!

EVER THINK ABOUT *THAT*?

CANCER? STERILITY? LONG-TERM EFFECTS ON OTHERS...

... AND WHAT ABOUT THE EFFECTS ON *ME*?

BZZT

HMPH. LOOKS LIKE *CARLTON'S LITTLE TOYS* ACTUALLY *WORK* ... THE *WARRIORS* ARE CALLING FOR *FIRESTAR*.

I GOTTA *GO*, JUPITER... IF I'M NOT *BACK* IN TIME, COULD YOU MAKE SURE MY DAD GETS HIS *CAR* BACK BEFORE DARK?

WOW-- *SURE*.

LOOK, ANGEL, I'M *SORRY*... I DIDN'T MEAN TO *SCARE* YOU, IT'S JUST--

IT'S *OKAY*, JUPES...

... I *NEEDED* TO *HEAR* IT.

GREENWICH VILLAGE, MANHATTAN...

SO, YOU THINK YOU'VE *WON*, DO YOU?!

HA!

WE *MAY* BE OUT OF *LAUNDRY DETERGENT*, SHIRT... BUT YOU'RE NOT SAFE *YET*-- NOT BY A *LONG SHOT!*

NOT WHILE *SPEEDBALL* THE *MASKED MARVEL* CAN STILL FLING BUBBLES OF *KINETIC ENERGY* WITH THE GREATEST OF EASE!

NOW, A *TEENY-TINY IMPACT* SHOULD SHAKE FREE THE *DIRT*... AND THEN I'LL JUST HAVE TO *DUST!*

OKAY, HERE *GOES*...

HEY, WHAT'S WITH MY *BUBBLES*... ?

WHOA!

POOOM

FLIK

JANE

STOP

KSSH

POINNG

THOK

ROBBIE!!

THIS

POINNG

CRAZY

POING

UNHH! CAUGHT IT!

SORRY, MOM... I WAS JUST TRYING TO... AH, FOR-GET IT...

THING!

OH, HI, MOM... JUST DOING MY CHORES...

BREEEP

PWUFF

POINNG

BREEEP

TELEPHONE.

AND AFTER THAT, CLEAN UP.

GEEZ... NORMALLY SHE'D HAVE THE ENERGY TO REALLY TEAR INTO ME...

BREEP

.. SHOULD I BE WORRIED?

MAYBE I SHOULD BE MORE CONCERNED ABOUT HOW MY POWERS WENT NUTS ON ME LIKE THAT!

COULD SOMETHING BE WRONG WITH THEM?

Y'ELLO...

IS THIS *ROBBIE BALDWIN?*

WHY, *YESSSSS*... WHO HAS THE PLEASURE OF *SPEAKING* WITH HIM?

AND IS SHE AS *GORGEOUS* AS HER *VOICE* SOUNDS?

ROBBIE, THANK *GOD!* I'VE BEEN TRYING TO TRACK YOU DOWN FOR *DAYS!*

MY NAME IS *RINA PATEL,* AND...

... WELL, I'M NOT SURE TO HOW TO *TELL* YOU ALL THIS, BUT...

... I *KNOW* YOU'RE REALLY SPEED-BALL!

I CAN'T *BELIEVE* THIS-- IS *ANYONE* WORSE THAN ME AT KEEPING HIS SECRET IDENTITY *SECRET?!*

WHAT? WHAT ARE YOU *TALKING* ABOUT? WHO *IS* THIS?

DON'T BE AFRAID. I'M *NOT* TRYING TO *SCARE* YOU OR *THREATEN* YOU OR *EXPOSE* YOU. FACT *IS, I'VE* GOT PARANORMAL ABILITIES, *TOO*...

LOOK, YOU MUST HAVE THE *WRONG GUY--*

PLEASE LISTEN, SPEEDBALL-- ROBBIE.

I *MUST* SPEAK WITH YOU ABOUT THIS RIGHT AWAY... IT COULD BE A MATTER OF *LIFE* AND *DEATH!*

IF I DON'T COME BACK WITH *CHOCOLATE* IN *HAND,* I'LL *REALLY* HAVE SOMETHING TO WORRY ABOUT...!

OH, YEAH? *WHOSE?*

WELL... *YOURS.*

NOW *THAT* SOUNDED LIKE A THREAT!

IF YOU THINK YOU CAN *SCARE* ME BY CALLING THIS NUMBER--

BEEP!

I *HEARD* THAT. YOUR *COMM-BADGE* JUST BUZZED, *DIDN'T* IT? IT'S THE *WARRIORS* CALLING.

WHAT THE HECK-- ?! HOW COULD SHE KNOW ABOUT THE *BADGES*-- WE JUST *GOT* THEM A *WEEK* AGO!

GO DO WHAT YOU HAVE TO *DO.*

THE *VISION* I SAW SEEMED TO BE A WHILE *OFF* YET. BUT I NEED TO TALK TO YOU *VERY SOON,* ROBBIE.

I'M *NOT* GOING TO *GIVE UP* ON YOU.

YEAH, RIGHT... *WHATEVER.*

≷ KLIK ≷

GREAT. AND ON TOP OF IT *ALL,* MOM'S GOING TO WAKE UP TO THE *MESSI-EST* APARTMENT IN *MANHATTAN.*

HILLTOP DORMITORY, LONG ISLAND UNIVERSITY...

FATHER, I--

NO, I DON'T--

WILL YOU JUST--

Long Island

THERE WE GO... LOOKIN' GOOD...

NO, I *LIKE* WHAT I'M DOING!

FATHER-- WILL YOU *LISTEN* TO ME?!

I *LIKE* JOURNALISM! I *LIKE* WHO I AM... WHY CAN'T *YOU*?!

STRANGE TALES

KNOCK.

HEY, YOU *ALL RIGHT*, MICKEY?

YEAH... I'M *FINE*.

DAD'S THE ONE WITH THE *PROBLEM*... STILL HAS THIS *FANTASY* ABOUT ME FINDING A NICE *JAPANESE BOY* TO TAKE CARE OF.

JEEZ, YOU'D THINK AFTER *LIVING* IN THIS COUNTRY FOR TWENTY-ODD *YEARS* HE'D START CATCHING UP TO--

AW, $#*%!

IT DID IT *AGAIN!*

I *FINALLY* FOUND A DYE *STRONG* ENOUGH TO TURN THE TORPEDO SUIT *BLACK*-- BUT IT KEEPS "*CLEANING*" ITSELF AS SOON AS IT GOES *ONLINE!*

HOW'M I EVER GONNA MAKE THIS SUIT LOOK *COOL*?!

OH, MICHAEL... SUCH *PROBLEMS* YOU'VE GOT...

STRANGE TALES

WHAT'S *THAT*-- HEY, THE WARRIORS' *COMM-BADGE* IS ACTUALLY *BUZZING!*

BZZZZZT

YAY, JUST WHEN *MY* WEEK TO USE THE TORPEDO SUIT WAS STARTING...

CHEER UP, MIKE. I'LL HAVE IT *CLEANED*.

HA-FREAKIN'-*HA*.

OH, DEAR... I GUESS *THAT* WAS UNCALLED FOR.

I *KNOW* MIKE HAS A HARD TIME DEALING WITH THE FACT THAT THE *ARMOR* WORKS BETTER FOR *ME* THAN FOR *HIM*... I REALLY *SHOULDN'T* RUB IT IN.

MAYBE I COULD *DO* SOMETHING TO *MAKE IT UP* TO HIM... LIKE FINDING A WAY TO TURN THE SUIT *BLACK* LIKE HE WANTS... ?

WHA-- ?! IT TURNED *BLACK*... ALL BY *ITSELF!*

DID *I* DO THAT? MAYBE ALL MIKE HAD TO DO WAS *THINK* ABOUT IT...

... OR *MAYBE* IT'LL ONLY DO THIS FOR *ME*...

OH, WELL, I'LL HAVE TO WORRY ABOUT IT *LATER.*

COMM-BADGE'S *HOMING SIGNAL* WORKS LIKE A CHARM, *TOO*... THE GANG'S ALL HERE!

AH, *HERE* THEY COME.

GOODNESS, YOUR ROSTER *HAS* CHANGED A BIT SINCE LAST WE MET, *HASN'T IT?*

SO WHO'S *COM-PLAINING?*

NOT *I*, CERTAINLY.

IT'S GOOD TO *SEE* YOU AGAIN, FIRESTAR.

AND *YOU* ARE... ?

TURBO WILL DO.

NOW THAT WE'RE ALL *HERE*, MR. ROSEN, CAN WE GET *DOWN* TO IT?

OF *COURSE*, JUSTICE.

A FEW HOURS AGO, JUST BEFORE *DAWN*, GENETECH WAS EXPERTLY *INFILTRATED* AND *ROBBED* BY A LONE INTRUDER...

... AN INTRUDER WHO CLEARLY POSSESSED *SUPERHUMAN ABILITIES*.

AS THESE HAND-TORN *STEEL DOORS* ATTEST.

HEY, MICKEY... LIKE THE NEW *DUDS*...

YOU LOOK EVEN BETTER IN *BLACK* THAN IN BLUE...

BACK OFF, TOOTHPICK...

MR. CARLSON, IF *YOU'D* TAKE IT FROM HERE... ?

OR *YOU'LL* LOOK MUCH *WORSE* IN BLACK *AND* BLUE.

YES, MR. ROSEN. OUR DATA IS *MINIMAL* AT BEST...

... *MAINLY* BECAUSE ALL OUR GUARDS WERE *KNOCKED UNCONSCIOUS* BEFORE GETTING A GOOD *LOOK* AT THE INTRUDER...

... AND *ALSO* BECAUSE OUR SECURITY CAMERAS WERE *GUNKED UP* BY AN *UNKNOWN SUBSTANCE*.

UNFORTUNATELY, WHATEVER THE STUFF *WAS*, IT *DISSOLVED* BEFORE WE COULD GET A *SAMPLE*.

SECURICOM

JUSTICE, WAS *THAT*... ?

IT... CERTAINLY *LOOKED* LIKE IT... AS *UNLIKELY* AS THAT MAY *SEEM*...

LOOKED LIKE *WHAT*?

A, UH, *SONY*.

JUSTICE HAS THIS WEIRD THING ABOUT, ER, IDENTIFYING VIDEO CAMERA BRANDS.

OH.

WELL, THE *MAIN* THING IS THAT THE INVADER STOLE A LARGE QUANTITY OF VOLATILE *GENETIC NANOCONTAGIUM*...

... WHICH, IN THE *WRONG HANDS*, COULD BE *EXTREMELY* DANGEROUS.

WHY HAVEN'T YOU CALLED THE *POLICE*, THEN? OR THE *FBI* AND *EPA* FOR THAT MATTER?

TO BE HONEST, *WE'D* LIKE TO TAKE THE FIRST CRACK AT *FIXING* THIS.

AND *NOT* FOR THE REASONS YOU'RE OBVIOUSLY *THINKING*, YOUNG MAN.

IF THE SO-CALLED *AUTHORITIES* WERE TO SCREW THIS UP, THE DAMAGE COULD BE *INCALCULABLE*.

OH, BUT YOU TRUST *US* INSTEAD?

PUH-*LEEEZ*...

THE FACT *IS*, YOU'VE *PROVEN* YOUR ABILITIES TIME AND TIME AGAIN.

AND WE "*NORMAL*" HUMANS HAVE HISTORICALLY HAD *LITTLE SUCCESS* WHEN TRYING TO DEAL WITH *SUPER-HUMANS*...

... AS OUR *OWN* EXPERIENCES WITH *PSIONEX* HAVE *MORE* THAN AMPLY DEMONSTRATED.

PLEASE....WE NEED YOUR *HELP*... AND WE'RE RUNNING OUT OF *TIME*.

WELL, I *STILL*--

THE NANOCONTAGIUM IS *EASILY TRACEABLE* WITHIN A HUNDRED MILE RADIUS...

... USING THIS PORTABLE *TRACKING DEVICE*.

ROSEN...

... WE'LL *DO* IT...

THANK YOU! I CAN'T *TELL* YOU HOW--

... *BUT*...

... WE'RE *NOT* TAKING ANY *CHANCES*. OUR SIXTH TEAM MEMBER, *HINDSIGHT*, WILL HAVE INSTRUCTIONS TO CALL THE *AUTHORITIES* IN EXACTLY *ONE HOUR*.

AND IN THAT EVENTUALITY, YOU *WILL* COOPERATE WITH THEM.

OF COURSE... BY *THEN* YOU'LL HAVE *RECOVERED* THE CYLINDER, RIGHT?

"IF AT ALL *POSSIBLE*, ROSEN..."

TWENTY MINUTES LATER, HIGH OVER QUEENS, NEW YORK...

... THE WARRIORS CLOSE IN ON THEIR TARGET!

STRAIGHT AHEAD...

... LESS THAN FIVE MILES NOW...

HIS CLOUDED MIND TINGLES...

... A BUZZING THAT WILL NOT BE IGNORED...

... A VIBRATION WARNING HIM OF DANGER...

... DANGER FROM BEHIND!

HIS BENEFACTOR ADVISED HIM OF POSSIBLE PURSUIT... PREPARED HIM FOR IT...

... AND WITH A SUDDEN CHANGE IN DIRECTION, THE AUGMENTED CLONE OF SPIDER-MAN NOW CALLED SPIDERCIDE RESPONDS TO THE THREAT!

ONE MINUTE LATER...

OKAY, LOOKS LIKE THIS IS IT.

THE CYLINDER IS SOMEWHERE IN THIS BUILDING... BUT THAT'S AS PRECISE A READING AS WE'RE GOING TO GET.

LET'S DO THIS BY THE NUMBERS--

HEY-- "NIGHT THRASHER TOUGH TALK"! COOL!

SHUT UP, ROBBIE.

ANGEL, YOU STAY ABOVE THE BUILDING, TO MAKE SURE OUR "FRIEND" DOESN'T SNEAK OUT.

MEANWHILE...

"... SPEEDY, YOU TAKE THE FRONT DOOR...

HUNH? THAT WAS A WOODEN DOOR... SO WHY DID METAL SHRAPNEL GO FLYING WHEN I BUSTED THROUGH IT?

WHU POOOM

"... ALEX, YOU GET THE BACK DOOR...

A METAL WALL BEHIND THE DOOR?

NOT FOR LONG!

SHRAAKK

"... TURBO, TAKE A SECOND-STORY WINDOW...

THIS DOESN'T LOOK LIKE ANY ABANDONED APARTMENT BUILDING I'VE EVER SEEN.

WAIT-- GETTING SOMETHING ON INFRARED--

WHUUNH

SKRETCHHH

"... AND I'LL ENTER FROM THE ROOF ACCESS."

... WHICH WOULD MAKE SENSE, CONSIDERING THE NATURE OF THE MATERIAL THAT WAS STOLEN.

I JUST WISH THIS SCANNER COULD MORE ACCURATELY PINPOINT THE CYLINDER'S LOCATION...

OBVIOUSLY SOME KIND OF SECRET LABORATORY...

... FOR ALL I KNOW, IT COULD BE RIGHT UNDER MY NOSE!

TEK

GUYS, THIS IS *FIRESTAR*...

... ARE YOU *OKAY?* WHAT'S GOING *ON?*

NO TIME TO *ANSWER,* ANGEL...

... UNLESS I WANT TO BECOME THIS WEIRD MONSTER'S *AFTERNOON SNACK!*

POING

WHOA!

THIS IS WORSE THAN *BINKY'S CLOSETFUL* OF *ANXIETIES!*

HEY, WATCH THE *HANDS--*

.. ALL *FOUR* OF THEM!

TZZT

JUST A LITTLE MANIPULATION OF THE *MASS MASTER* POWER... FIRST TO INSUBSTANTIAL *MIST...*

RUNNK

... AND THEN TO *SUPER-DENSE HEAVYWEIGHT!*

YIPE.

OKAY, *DATE'S OVER!*

HIIIHH

SSHHHHH

THWAMM

THWIPP

WHAT-- THE *SCANNER!*

KRENCH

WARRIORS-- I'VE FOUND THE *CYLINDER... AND* THE *THIEF!*

TOP FLOOR!

... I'VE GOT HIM CONTAINED IN A TK FIELD--

SSHKZZOOO

WHAMM

LOOKS SOMETHING LIKE SPIDER-MAN, BUT BULKIER...

WHUNNH!

CHICO

ABANDON HOPE

VANCE!

WOOF

I'M HERE, BABE-- NOW WHERE'S-- ?

ANGEL... ?

WHAT ARE YOU DOING HERE?! WHY AREN'T YOU STILL OUTSIDE?

I... I THOUGHT YOU MIGHT BE HURT... NEED SOME HELP...

I'M FINE, &@#^ IT--!

LET'S GET BACK TO THE ROOF BEFORE--

I'M SORRY, VANCE...

-- IT'S TOO LATE. HE'S GONE.

AND WE CAN'T TRACK HIM ANYMORE!

AIEEEEE!

NOW WHAT?

WHAT... ARE THEY?

YOU MEAN, WHAT WERE THEY.

I... I DON'T KNOW... THEY ATTACKED US ALL...

... AND NOW THEY'RE... THEY'RE...

THEY'RE MELTING!

ALEX...?

I... I ONLY... HIT HIM ONCE...

MY GOD. WHAT WERE THEY? WHO DID ALL THIS?

AND... WHY?

WHAT DO WE DO NOW, THEN?

HAVE HINDSIGHT CALL IN THE AUTHORITIES, AND LEAVE IT UP TO THEM?

HHISSSSSSSSSS

THEY'RE SHOCKED... SHAKEN.

THEY'RE LOOKING TO ME FOR STRENGTH, FOR LEADERSHIP.

BUT I'M AS SCARED AS THEY ARE!

THE, UH, OTHER ONE GOT AWAY WITH THE CYLINDER.

AND HE DESTROYED THE TRACKING DEVICE.

NO... NO WAY.

LIKE IT OR NOT, WE'RE INVOLVED IN THIS NOW.

AND WHOEVER'S RESPONSIBLE... IS GOING TO HAVE TO ANSWER TO THE NEW WARRIORS!

CONTINUED IN SPIDER-MAN MAXIMUM CLONAGE ALPHA

THEN, NEXT ISSUE: SAY HELLO TO THE SPIDER!

SPIDER MAN GROUP

AUGUST • 1

MARVEL COMICS

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN

MAXIMUM CLONAGE™

ALPHA

BON JIM 95 austin

SPRINGVILLE, PENNSYLVANIA--

--POPULATION, 2,601--

BOB'S BARBER SHOP

THE DINER

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

--AND FALLING.

♪--OF THE WORLD AS WE KNOW IT AND I FEEL FINE--!♪

HEY--

--REMEMBER WHEN I TOLD YOU TO *OPEN* THE CANNISTER AND *RELEASE* THE *VIRUS* AND *KILL* EVERYBODY IN THE TOWN...?

WELL... I WAS ONLY *KIDDING*--

--DON'T DO IT... OKAY?

THE DINER

OH, C'MON--

--IT'S A *JOKE!!*

CHEER UP!! OUR NEW, IMPROVED *CARRION VIRUS* WENT *AIRBORNE* AND TOOK OUT THIS TOWN IN *JUST UNDER THREE MINUTES...!!!*

COOL, HUH?

THE NEW *STRAIN* IS A COMPLETE *SUCCESS!* I *KNOW* YOU HAVE A *SENSE OF HUMOR*--CAN'T YOU SPARE ONE LITTLE *CHUCKLE*--

--FOR *PETE'S* SAKE...?

SORRY.

NO.

STAN LEE PRESENTS -- A MULTITUDE OF SPIDER-MEN IN...

MAXIMUM CLONAGE PART 1

...AND THE JACKAL CRIES, "DEATH!"

AH--DO I DETECT THE STING OF THAT OLD "RESPONSIBILITY"-- THAT MORAL FIBER THAT RUNS SO STRONGLY THROUGH YOU...?

OH, WELL--THAT'LL DISSIPATE IN TIME--JUST LIKE THE VIRUS...!

ACTUALLY, YOU TWO HAVE A LOT IN COMMON-- YOU'RE BOTH A COUPLE OF DEADLY KILLERS--

THE END OF THE WORLD AS WE KNOW IT...
PRESENTED BY:

TOM DEFALCO — PLOT
TODD DEZAGO — SCRIPT
RON LIM — PENCILS
AL MILGROM — INKS
TOM SMITH — COLORS
KEN LOPEZ — LETTERS
MARK BERNARDO — ASSISTANT EDITOR
DANNY FINGEROTH — EDITOR
BOB BUDIANSKY -- EDITOR-IN-CHIEF
WOLFPACK AND FOODHAMMER!
MALIBU COMPUTER COLOR

--AND I COOKED YOU BOTH UP IN THE LAB!

IT'S WONDERFUL THE WAY THE VIRUS WORKED, ISN'T IT? INSTANTLY KILLING EVERYONE--LEAVING JUST US CLONES--

--GIVING YOU AND ME THIS OPPORTUNITY FOR SOME QUALITY TIME, JUST THE TWO OF US--

--FATHER AND SON!

OF COURSE, YOUR BROTHERS-- BEN AND PETER--

--I MEAN, THE REAL PETER--

--I MEAN THE REAL FAKE PETER--

--YOU KNOW WHAT I MEAN--

--PROBABLY WOULDN'T APPROVE OF ALL THIS, SO LET'S JUST KEEP IT BETWEEN US, OKAY...?

DANG! MAYBE WE SHOULD'VE WAITED 'TIL TOMORROW TO DO THIS...

...TONIGHT WAS BINGO NIGHT!!

=HUNHGGH=

HE WISHES THE RAIN COULD WASH HIM AWAY--

--COULD MELT HIM INTO THE COLD GREY STONE OF HIS SILENT COMPANIONS--

--COULD SOMEHOW FILL THE EMPTY PLACE WHERE HE USED TO KEEP HIS LIFE--USED TO KEEP HIS DREAMS.

BECAUSE TODAY, PETER PARKER LEARNED THAT HIS DREAMS WERE A JOKE--THAT HIS LIFE WAS A LIE!

TODAY HE LEARNED THAT HE WAS A CLONE!!

--THE CLONE!!!

AND AS HE WATCHES HIS HUMANITY SLOWLY SLIP AWAY...

...HE THINKS BACK ON HIS RECENT LIFE THAT, NOW, SEEMS TO HAVE BEEN MOCKING HIM!

HE THINKS OF THE COLD, CRUEL LESSONS LIFE HAS HANDED HIM LATELY--

--LESSONS OF ANGUISH AND DESPAIR.

THE RETURN OF HIS PARENTS, BELIEVED LONG DEAD, WHO HAD ABANDONED HIM AS AN INFANT, LONGING TO MAKE UP FOR LOST TIME--

--AND HIS OWN HEARTBREAK AS THEY WERE REVEALED TO BE NOT HIS PARENTS AT ALL, BUT SIMULACRA--MINIONS OF THE CHAMELEON!

HIS RECALLS HIS WORST FEAR REALIZED, AS AUNT MAY FELL VICTIM TO A DEVASTATING STROKE--

--THEN SLIPPED INTO A COMA, HER FATE HANGING IN THE BALANCE FOR SO LONG...!

THAT WAS THE STRAW THAT BROKE THE CAMEL'S BACK, EVENTUALLY CAUSING HIM TO WITHDRAW HIMSELF -- QUESTIONING HIS LIFE -- NOT ONLY AS A HERO, BUT AS A MAN AS WELL!

FOR A SHORT TIME, HE TURNED HIS BACK ON HIS LIFE, ABANDONED HIS HUMANITY -- WRAPPING HIMSELF UP IN HIS SORROWS AND FRUSTRATIONS --

--ONLY TO EMERGE MORE CERTAIN AND CONFIDENT IN WHO HE WAS AND WHAT HIS LIFE MEANT!!

AND HE WONDERS... WAS THIS LIFE'S WAY OF TAUNTING HIM... TEASING HIM WITH THE HORRIBLE TRUTH THAT LOOMED IN HIS FUTURE?

HE REMEMBERS MEETING BEN REILLY ON THE HOSPITAL ROOF...

... HOW HIS ERRANT "CLONE," SHARING THE SAME MEMORIES AND EMOTIONS AS HIM, WAS DRAWN BACK TO NEW YORK TO BE AT THE SIDE OF HIS DYING AUNT.

AND BEN WAS DRAWN TO THE NIGHT AS WELL --

--SOON ESTABLISHING HIMSELF AS THE WEB-SLINGING SCARLET SPIDER!!

UNSETTLED AS HE WAS AT HIS "CLONE'S" RETURN, BOTH OF THEM WERE SOON SHOCKED AT THE ALL-TOO-COINCIDENTAL REAPPEARANCE OF THE INSANELY CUNNING JACKAL--

--WHO HAD RE-CREATED HIMSELF TO HIS OWN STANDARDS OF GENETIC SUPERIORITY, AND WAS EAGER TO INSINUATE HIMSELF INTO THEIR LIVES ONCE MORE!!!

IN BATTLING THE JACKAL TOGETHER, HE AND BEN FORMED THE FIRST THREADS OF THE BOND THEY WOULD LATER SHARE.

HE THINKS OF THE IRONY, THAT ONCE HE HAD FINALLY EMBRACED HIS LIFE AGAIN--HOW HE SUDDENLY FOUND THAT LIFE THREATENED..

...BY A DEADLY EXPERIMENTAL VIRUS INTRODUCED INTO HIS SYSTEM BY THE INSIDIOUS VULTURE....

...HIS LIFE ALL-TOO-IRONICALLY SAVED BY HIS ARCH-FOE: DOCTOR OCTOPUS!!

AND AMIDST ALL THESE MEMORIES OF HARDSHIP AND STRUGGLE, HE REMEMBERS ONE MOMENT IN HIS LIFE FILLED WITH THE BLINDING BRIGHT WHITE LIGHT OF JOY!!--

--WHEN MARY JANE ANNOUNCED THAT THEY WERE GOING TO HAVE A--

BUT HIS TROUBLED MIND WILL LET HIM GO NO FURTHER.

HE THINKS INSTEAD OF KAINE-- THE MYSTERIOUS STRANGER WHO CONFRONTED HIM, OFFERING PROOF THAT HE WAS NOT THE CLONE--

--MAKING PETER CONSIDER, FOR THE FIRST TIME, THE POSSIBILITY THAT HE WAS...!!

HE THINKS OF THE DEATH OF HIS AUNT MAY--

THE FEELING OF SADNESS THAT ENVELOPED HIM BELIEVING THAT HE WOULD BE LOST WITHOUT HER IN HIS WORLD.

AND HE REMEMBERS RETURNING FROM THE FUNERAL TO BE ARRESTED FOR A SERIES OF BRUTAL MURDERS--HIS OWN SUSPICIONS FALLING ON BEN--

--THEIR SUSPICIONS TURNING TO THE JACKAL--

--WHOSE RECENT VENTURES INTO CLONING HAD PRODUCED THE ULTIMATE SPIDER-CLONE!! A MALLEABLE MONSTROSITY BENT ON DESTROYING ITS TWO "BROTHERS"--

--OR RATHER THREE, AS KAINE REVEALED THAT NOT ONLY WAS HE A CLONE OF PETER, AS WELL--

--BUT ALSO THE KILLER BEING SOUGHT BY THE LAW!!!

CONCERNED FOR THE FATE OF HIS BABY, HE AND BEN BEGAN CONDUCTING GENETIC TESTS ON THEIR OWN UNIQUE BLOOD AND TISSUE SAMPLES--

--ONLY TO BE COMPLETELY DEVASTATED BY THEIR FINAL CONCLUSION:

BEN WAS THE ORIGINAL-- AND HE--PETER--WAS--

--A CLONE!

HE WISHES THAT THIS WAS A DREAM--THAT THIS WOULD TURN OUT TO BE ONE OF THE JACKAL'S TRICKS-- ONE OF HIS TWISTED MANIPULATIVE GAMES--

--BUT HE KNOWS--

--IN THAT HOLLOW, EMPTY PLACE HE USED TO CALL HIS HEART--

--HE KNOWS IT'S TRUE.

C'MON, PETER-- WHERE ARE YOU?!

I NEED TO FIND YOU-- NEED TO TALK TO YOU-- NEED TO TELL YOU... TELL YOU WHAT?

WHAT COULD I POSSIBLY SAY THAT WOULD MAKE HIM FEEL BETTER?! THAT IF THERE WERE ANY WAY I COULD TRADE PLACES WITH HIM, I WOULD?!

THAT I'D SPENT YEARS BELIEVING I WAS THE CLONE, THAT I'D ACCEPTED IT, LEARNED TO LIVE WITH IT?!!

WOULD HE THINK THAT SOUNDED AS CONDESCENDING AS I DO...?

BUT WHAT DO I SAY?

PETER, I KNOW HOW YOU FEEL--BUT DON'T START BELIEVING THAT YOUR WHOLE LIFE HAS BEEN A LIE...

...OR IS IT...?!

BUT, NO...

ON THIS ONE, I'M SURE--SOMEWHERE DOWN INSIDE OF ME, I CAN TELL--THIS IS THE TRUTH!!

BUT, YOU'VE DONE YOUR DAMAGE, YOU GRINNING GARGOYLE!! JERKING US AROUND--

HOW ARE WE TO KNOW THAT THIS ISN'T JUST ONE MORE OF THE JACKAL'S TWISTED GAMES...?

--MANIPULATING US LIKE LITTLE PLAYING PIECES IN YOUR OWN PRIVATE GAME!!

YOU'VE HURT PETER... TERRIBLY AND... AND...

...YOU'VE ROBBED ME OF FIVE YEARS OF MY--

BWAM

OH GREAT!! LOST CONTROL OF MY EMOTIONS--

--AND MY STRENGTH!!

CAN'T LET THIS DEBRIS FALL TO THE STREET BELOW!! IT COULD KILL SOMEBODY--!!

GOTTA GET CONTROL OF MYSELF--

--AND MAYBE BY FINDING PETER, I CAN DO JUST THAT!

THWIP

THWIP

THWIP

THWIP

THIS IS SO FRUSTRATING...!

ALL OF THESE REFERENCE BOOKS ON CLONING ARE JUST SO... CONVENTIONAL! THE JACKAL'S RESEARCH IS SO ADVANCED--

--THESE TEXTS COULDN'T EVEN BEGIN TO SPECULATE ON SOME OF THE GENETIC QUESTIONS I HAVE ABOUT MY BABY...!!

AS THE CHILD OF A CLONE, COULD THERE BE SOME SORT OF GENETIC DAMAGE...?! COMPLICATIONS WITH THE PREGNANCY...?!

I'VE BEEN PORING OVER THESE FOR HOURS--

--AND I STILL COME UP WITH NOTHING!!!

TUMP

ADMIT IT, MJ--YOU'VE ALSO BURIED YOURSELF IN THESE BOOKS SO YOU CAN KEEP YOUR MIND OFF--

SWOOSH

KREEEEK!

--PETER...?!

THAT SOUND CAME FROM UP IN PETER'S LAB-- MAYBE HE'S FINALLY COME BACK! I... I HOPE SO...

...OR DO I?! WHAT DO I SAY TO HIM...?! HOW DO I EVEN FEEL...?!?

PETER?

NO, MJ... IT'S...

...IT'S ME.

NOT PETER-- BEN!

BUT--WHAT'S HE DOING HERE?!?

DOES HE THINK THAT JUST BECAUSE HE'S BEEN PROVEN THE REAL PETER PARKER--

--THAT THIS IS ALL...

--THAT NOW HE CAN JUST...

...WELL YOU'RE WRONG!!

THAT'S NOT THE WAY IT WORKS!!

YOU THINK THAT SINCE YOU'RE THE ORIGINAL, THAT YOU CAN JUST SWING BACK IN HERE AND RECLAIM THE LIFE THAT'S RIGHTFULLY YOURS...?!

WELL, YOU CAN'T!!

THIS IS MY LIFE!! THIS IS PETER'S LIFE!! AND YOU CAN'T HAVE IT!! SO YOU JUST GO ON BACK TO WHERE YOU CAME FROM...!!

GO ON!! GET OUT!!!

EVERYTHING WAS FINE HERE 'TIL YOU SHOWED UP!!!

MARY JANE--

--STOP. PLEASE.

STOP!!
I DON'T WANT PETER'S LIFE.
I NEVER HAD ANY INTENTIONS OF STEPPING INTO PETER'S SHOES! I ENVY HIM! HE'S BUILT A WONDERFUL LIFE! HE DESERVES IT!
BUT IT'S NOT MY LIFE.
THEN...
...WHAT DO YOU WANT?
I CAME HERE LOOKING FOR PETER. HE WAS SO... HURT... ANGRY--
--I KNOW HOW HE FEELS.
I WANT TO FIND HIM.
--HELP HIM IF HE'LL LET ME.
AND THEN I WANT A SHOT AT THE JACKAL!

SRRINGVILLE--

THIS WAS A QUICK KILL, DON--

--MY GUESS IS THAT THIS THING ENTERS AND THEN SHUTS DOWN THE RESPIRATORY SYSTEM IN JUST UNDER THIRTY SECONDS.

THE EFFECTS ARE WIDESPREAD-- WE LOST THE WHOLE TOWN--

--BUT ED CAN'T PICK UP A TRACE OF IT ANYWHERE.

WELL, AT LEAST THERE'S NO INCUBATION PERIOD-- WE CAN TRACK IT. BUT THAT LEAVES US WITH THE REAL QUESTION...

...WHERE THE BLAZES DID THIS BUG COME FROM?!?

MEANWHILE, ON A PARKWAY MILES AWAY--

--LY SWEEPING THE "HOT SPOT", GENERAL, BUT THE PROGNOSIS IS NEGATIVE...

THE VIRUS INSTIGATES COMPLETE RESPIRATORY ARREST WITHIN :KRRRK:-- CAPTAIN? THIS IS UNIT THREE, SIR--

-- WE'VE GOT ONE, SIR--

--WE'VE GOT A SURVIVOR!!

PULL OFF AT THE NEXT EXIT, PETER--

--IT LOOKS LIKE WE MISSED ONE!!

GENETECH RESEARCH FACILITY, SAYVILLE, LONG ISLAND--

LOOK-- ADMITTEDLY I WAS WRONG!

I SENT YOU OUT AFTER THE STOLEN NANOCONTAGION WITHOUT GIVING YOU ALL THE FACTS AS TO ITS POTENTIAL... UH... USES...*

...THAT INFORMATION WAS CLASSIFIED "NEED TO KNOW."

*GET THE WHOLE STORY IN NEW WARRIORS #61.--DANNY

AND WE NEEDED TO KNOW!!

YOU PUT US IN A DANGEROUS SITUATION, ROSEN--WITHOUT THE INFORMATION WE SHOULD HAVE HAD!!

AND NOW, WE FIND THERE COULD BE SOME CONNECTION BETWEEN THE MISSING ISOTOPE AND THIS TRAGEDY IN PENNSYLVANIA...?

SO THEN TELL US WHY YOU NEED THE NEW WARRIORS TO GO TO SPRINGVILLE, MR. ROSEN.

WELL, THERE'S A... ...UM... SURVIVOR THERE WHO... UM... HAS BEGUN TO DEMONSTRATE SOME RATHER STRANGE... UH... POWERS.

GREAT. SO, I'M SUPPOSED TO PUT THE TEAM IN DANGER FOR YOU AGAIN, AND HOPE THAT YOU'RE TELLING ME THE TRUTH...?!

YOU'RE RIGHT-- AND I APOLOGIZE. THERE'S NO REASON WHY YOU SHOULD BE KEPT OUT OF THE LOOP--!

BACK AT THE BROWNSTONE--

GENETICS...? HOW CAN YOU READ THIS STUFF?! IT WAS ALWAYS WAY TOO *DRY* FOR ME. IF YOU WANT TO READ A GOOD BOOK, *THE BROTHERS*--

I'M NOT READING IT BECAUSE I *WANT* TO, BEN...

...I'M READING IT 'CAUSE I *HAVE* TO.

FOR THE *BABY*.

FOR... PETER.

I...I *KNOW*. I WAS TRYING TO MAKE A *JOKE*.

SORRY. I'M KINDA OUT OF IT.

BEN...?

THIS POSTCARD CAME *HERE*...

...BUT IT'S ADDRESSED TO *YOU*!

TO: BEN REILLY

THE POSTMARK IS *SPRINGVILLE, PA*. ISN'T THAT WHERE--

YEAH. AND I BET I KNOW JUST *WHO* THIS IS FROM...

WISH YOU COULD HAVE BEEN HERE...!

WISH YOU COULD HAVE BEEN HERE...!

A MAXIMUM SECURITY HOLDING PEN ON THE LOWER EAST SIDE--

--SMOOTH TRANSFER, AND TO BE ADVISED THAT THE *PUNISHER* HAS BEEN SEEN IN THE CITY.

HE LAUGHS INWARDLY AT THEIR FALSE BRAVADO-- THE BLIND CONFIDENCE THEY HAVE IN THEIR MEAGER RESTRAINTS--

AND SUDDENLY--HE IS IMPALED WITH PAIN--

YYYARRRGHH!

--AS ANOTHER VISION--

--IS DRIVEN INTO HIS HEAD!!

IT IS THE SAME VISION--MARY JANE--DEAD--

--HER MYSTERIOUS KILLER--

--SOMEHOW FAMILIAR--

--AND IT IS OVER.

THAT'S ENOUGH OF *THAT*, FREAK!! I DON'T KNOW WHAT--

HE HAD BEEN WAITING-- AND THE TIME HAS COME--

RRRR--

WHOOM!

IT TAKES BUT A MOMENT--

FREEZE!

HALT OR WE'LL SHOOT!!

B-DOW

B-DOW

THUNK

POW!!

KRESH!

--AND HE IS GONE!!

MEANWHILE, IN AN ACDCR* TENT, JUST OUTSIDE SPRINGVILLE...

*ATLANTA CENTER FOR DISEASE CONTROL AND RESEARCH.--DANNY

--GET THESE TESTS DONE. JUST RESTRAIN HIM LONG ENOUGH FOR ME TO GIVE HIM THIS SEDATIVE.

JUST ONE SECOND MORE...

TINK

GRRR RRRAHR!

DON'T LET HIM--

--GET AWAY.

GREAT.

THERE GOES OUR "SURVIVOR"-- THE BIRD HAS LEFT THE CAGE!!

THE JACKAL WANTS THAT GUY-- TO FIND OUT WHY HE WAS IMMUNE TO THE VIRUS--

--AND HOW WE MAY BETTER KILL HIM IN THE FUTURE!

"--AND MOST IMPORTANTLY, BE SURE TO MORPH INTO SOMETHING REALLY COOL--!"

THE JACKAL SAID: "BE SWIFT!--

--"BE SILENT!--

GOOD ENOUGH, "DAD"?

WHUP WHUP WHUP

WHUP WHUP WHUP?

GENETECH HELICOPTER. AND WONDER WHO COULD BE INSIDE...?, HE SAID SARCASTICALLY...

HOORAY! IT'S THE NEW WARRIORS!!

AND NOW THESE GUYS ARE TELLING THEM, "WE'RE JUST A BUNCH OF INEPT LAB TECHICIANS, AND THE SUBJECT GOT AWAY!"

AND THE WARRIORS SAY, "LET'S GO GET HIM, TEAM!!"

THINK I'LL LET THEM DO THE HEAVY LIFTING...!

ABOUT A MILE AWAY, AND HEADING WEST ON I-84...

SPRINGVILLE IS JUST AHEAD, AND PROBABLY, SO IS THE JACKAL!! I'D BE STUPID TO THINK THAT THIS WASN'T A TRAP OF SOME KIND...

...BUT IT'S NOT LIKE I HAVE A CHOICE!

I HAVE TO FIND HIM-- I HAVE TO STOP HIM!!

MILITARY ROADBLOCK AHEAD. WELL IT'S NOT LIKE I THOUGHT THEY WERE GOING TO JUST LET US DRIVE RIGHT INTO TOWN...

TIME FOR THIS HITCHHIKER TO HEAD FOR THE HIGH ROAD--

--OR AT LEAST THE HIGH BRANCHES!

WHOA-- HOLD UP!!

SPIDER-SENSE WARNING ME OF SOMETHING COMING THIS WAY...

NOW, WHO IS THIS GUY...?!

KINDA PAINFUL RUNNING THROUGH THE UNDERBRUSH HALF-NAKED, ISN'T IT, FELLA?

MAYBE NOT...!

HOLY COW! DID HE JUST--

HE DID!! HE JUST CHANGED HIS SKIN-- MADE IT TOUGH AND SCALY TO RESIST THE THORNS AND BRANCHES!!

THAT IS SO COOL!

THIS GUY DEFINITELY BEARS SOME FURTHER LOOKING INTO...

...BUT WHEN SPIDEY-SENSE SAYS, "JUMP!"--

FFASSH!

--I SAY "HOW HIGH?"!!

THERE YOU GO, JUSTICE!

THIS SPIDER-GUY MUST BE WITH THAT OTHER SPIDER-GUY WHO STOLE THE CONTAGION ISOTOPE FROM GENETECH!!*--

--LET'S GET 'IM!!

*NEW WARRIORS #6! AGAIN.--DANNY

..."OTHER SPIDER-GUY...?!!"

UH-OH.

C'MON, MJ--YOU CAN'T JUST SIT AROUND HERE, WAITING FOR THE PHONE TO RING--

--WAITING FOR BEN TO CALL--

--FOR PETER TO RETURN.

YOU HAVE TOO MUCH TO THINK ABOUT--SO MUCH TO DO.

WHY DOES LIFE HAVE TO BE SO COMPLICATED...?

IT SEEMS LIKE EVERY TIME YOU TURN AROUND, YOU'RE STANDING AT A CROSSROADS--

--LOOKING FOR SOME DIRECTION.

I have NO RIGHT to be here. No right to this LIFE--no right to...

...Mary Jane...

oh god, I love you...

No.

Have to move on--go someplace where people don't KNOW me-- FORGET the PAST!

I'll just grab this CASH I had socked away for emergenc--No...

Without me around, MJ and the baby will need EVERY CENT of this money!!

There's NOTHING here that I can take that won't--

No, that's not ENTIRELY true.

THIS is mine.

I've EARNED it!

I may be a clone and not the original Peter Parker--

--but I AM SPIDER-MAN!!

HOW COULD I HAVE MISSED?!?

SHHOOM!

HEY, WATCH IT! YOU'RE GONNA PUT SOMEONE'S EYE OUT WITH THAT THING--!

IF YOU'D STOP BEING INCREDULOUS FOR A SECOND AND LISTEN--!

NO PROB, TURBO-- I'VE GOT HIM!!

KLOOM

THEY'RE NOT LISTENING--

I'M TRYING TO TELL YOU THAT I'M *NOT* WHO I THINK YOU THINK I AM--!

THWIP

--SO I GUESS I'LL JUST HAVE TO TAKE THEM OUT OF THE GAME QUICKLY!

AND SINCE THEY SEEM TO BE SUCH A POLITE AND WELL-INTENTIONED BUNCH--

FFASSH

THWIP

--I'LL TRY TO BE AS GENTLE AS POSSIBLE!

MAYBE ONCE THEY REALIZE THAT I'M NOT TRYING TO HURT THEM--THAT I'M NOT ON THE OFFENSIVE--

--THEY'LL SLOW DOWN LONG ENOUGH FOR ME TO GET A WORD IN EDGEWISE!!

IT COULD HAPPEN...!

AT THAT MOMENT, NOT FAR AWAY--

I DON'T KNOW WHAT'S GOIN' ON--OR WHAT'S HAPPENING TO ME--

--BUT I DO KNOW THAT THE LAST THING I WANT IS SOME DUDES TYIN' ME DOWN AN' POKIN' AT ME--!

HELLO, KID--

--I'M HERE TO TALK TO YOU ABOUT WHY YOU'RE NOT DEAD!!!

YEEAAAAA!!!

WHA...?

Have to leave.

Clone.

Get away.

Forget the past.

Clone.

Start again.

Clone.

But, before I go...

...I need to make one last stop.

The one place where I might be able to CLEAR my head--get some PERSPECTIVE--

--and maybe find some way to get myself to FEEL a little bit of what I FELT--

--the LAST TIME I was here...

...THROUGHOUT THE MIDTOWN AREA, CRANING THEIR NECKS SKYWARD, IN AN ATTEMPT TO CATCH A GLIMPSE OF THE AMAZING SPIDER-MAN--

--WHO APPARENTLY FELT THAT THIS WOULD BE A NICE DAY FOR AN AFTERNOON CRAWL TO THE TOP OF THE EMPIRE STATE BUILDING!! WE'LL BE BACK WITH--

--LDING!! WE'LL BE BACK WITH MORE NEWS IN JUST A MOME--

KLIK

POOR PETER...

ALL MESSED UP AND NO PLACE TO GO.

OH, I KNOW... I'LL GO AND SURPRISE HIM...

THE GOOD GUYS!

AND BEN IS WITH THEM!!

JACKAL WANTED ME TO AVOID MIXING IT UP WITH HIM OR PETER, SO--

YOU WANT HIM, KIDS--

--GO AND GET 'IM!!

OH, GREAT!

ALEX! TURBO! SPEEDY!! YOU GUYS *CATCH* THAT GUY AND *HOLD* HIM!!

WE HAVE TO GET HIM BACK TO THE RESEARCH SITE FOR *TESTING*!

FIRESTAR AND I'LL GO AFTER THE *BIG ONE*!!

HUH?

WELL, HE DOESN'T NEED TO BE *CAUGHT*...!

HE MUST BE SOME KIND OF... LIKE... *ADAPTOID*!!

AND HE DOESN'T LOOK TOO *HAPPY*...

THEN LET'S *HIT HIM* WITH WHAT WE *GOT* GANG --

POING

--AND HOPE THAT WE CAN TAKE HIM OUT *FAST*!!

VOOOM!

SZZLAKK!

WELL-- *THAT* WAS EASY.

OH, I'M *HURT* THAT YOU DON'T *RECOGNIZE* ME--"*BROTHER*"--

--OF COURSE, I *LOOK* A LOT BETTER THAN I DID THE *LAST TIME* WE MET-- WHEN YOU CALLED ME--

--"*FREAKFACE*!!"

WHAT'S GOING *ON*?! WHO *ARE* YOU ?!?

I HAVE A MUCH BETTER NAME NOW-- MORE APPROPRIATE--!

SPLRSSHH!

"DAD" CAME UP WITH IT-- HE CALLS ME--

--SPIDERCIDE!!

WHUD!

SO, YOU'RE STILL THE JACKAL'S LITTLE PAWN?

HA! I'M MY OWN CLONE, NOW--

--AND HE'S GONE BACK WHERE IT ALL BEGAN...!

SPSH

Oh, Aunt May --

--When we were up here for the last time, you told me that you KNEW--

--knew that I was SPIDER-MAN--

--and you told me that you were PROUD of me-- that I was a GOOD man.

But I'm NOT! I'm NOT a man!! I'm a CLONE! A FAKE! A COPY!

I'm NOTHING!--

EXCUSE ME, DO YOU HAVE A PENNY..?

THERE'S SOMETHING I'VE WANTED TO TRY FROM UP HERE EVER SINCE I WAS A KID!!

JACKAL!!!! YOU EVIL, MANIPULATIVE--

GO ON...!

YOU'VE RUINED MY LIFE, YOU PSYCHOTIC SCUM!!!

YOU'VE DESTROYED ME--WHO I AM--WITH YOUR TWISTED, MANIPULATIVE GAMES!!

EVERYTHING I HAD--EVERYTHING I HELD DEAR--MEANS NOTHING NOW!!

CLUDD!

NOTHING!!

AS IT SHOULD!

METHINKS THOU DOST *PROTEST* TOO MUCH, PETER! I DIDN'T *DESTROY* YOUR LIFE...

...I *GAVE* YOU LIFE!!

WHY I REMEMBER WHEN YOU WERE JUST A *SMEAR* IN A PETRIE DISH...

WOKK!

...YOU HAD A LOT OF SPUNK *THEN*, TOO!

BUT I'M AFRAID THAT THIS PART OF THE *EXPERIMENT* IS OVER!

TIME TO *PACK* UP AND PUT EVERYTHING *BACK* WHERE IT BELONGS--

KRAK!

--INCLUDING *YOU*!!

BACK IN SPRINGVILLE--

...THAT OTHER SPIDER-GUY, I GUESS WE JUST LEAPT TO THE WRONG CONCLUSIONS.

I HOPE YOU'LL ACCEPT OUR APOLOGIES.

NO PROBLEM. BELIEVE ME-- I'VE BEEN THERE.

...LUDICROUS...!

GENETECH HOUSES IT'S OWN MAXIMUM SECURITY COMPLEX, FULLY CAPABLE OF MONITORING AND MAINTAINING THE SUBJECT!

TO CONSIGN HIM TO PROJECT PEGASUS SIMPLY BECAUSE YOU HAVE DEEMED HIM TOO DANGEROUS--

...TOO DANGEROUS...

SPEAKING OF WHICH--

WHERE IS SPIDERCIDE?! THE ULTIMATE SPIDER-CLONE! A CLONE OF... ME!!

HE'S FREE OF THE JACKAL--

--ABLE TO ALTER HIS SHAPE--

--ASSUME ANY IDENTITY--!

SUBJECT IS LOCKED AND SECURED.

YOU HAVE THE COORDINATES FOR YOUR DESTINATION?

ROGER THAT--

--I KNOW RIGHT WHERE WE'RE GOING!

ASSUME ANY IDENTITY!

WHILE...

SWISHHH!

POOR PETER--DON'T YOU SEE...?

WUNK!

ASIDE FROM ONE LAST LITTLE DETAIL, YOUR USEFULNESS HAS COME TO AN END! IT'S OVER--

--YOU'RE BEING RETIRED!!

MAYBE I COULD NEVER BEAT THE ORIGINAL--

SPAKK!

--BUT I CAN SURE BEAT YOU!!

TOOOM

BECAUSE YOU'RE A CLONE, PETER--

--NOTHING BUT A CLONE.

A CLONE THAT DOESN'T BELONG IN THIS WORLD OF FLAWED HUMANS--

--A CLONE THAT DOESN'T BELONG ANYWHERE!!

YOUR TIME HAS COME-- BETTER THAT YOU'RE SIMPLY DONE AWAY WITH!!

OR--

--YOU COULD JOIN ME--HELP ME! BE WITH OTHERS LIKE YOURSELF--!

TOGETHER, WORKING SIDE-BY-SIDE, WE COULD BRING THE WORLD GENETIC PERFECTION THROUGH CLONING!! IT WOULD GIVE YOUR LIFE PURPOSE--

--IT'S WHERE YOU BELONG!

BESIDES--

--WHAT ELSE HAVE YOU GOT...?

Nothing.

I am nothing.

I have nothing.

Nothing to live for.

MAXIMUM CLONAGE CONTINUES IN WEB OF SPIDER-MAN #127--
"THE LAST TEMPTATION OF PETER PARKER!

MAXIMUM CARNAGE

PART 2 OF 6

WEB OF SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

ONLY $1.50 US

$2.10 CAN

AUG • 127

MARVEL SPIDER-MAN GROUP

DEATH BY PUNISHER!

STEVEN 95

STAN LEE PRESENTS: THE WEB OF SPIDER-MAN

A STAIRWELL AT THE TOP OF THE EMPIRE STATE BUILDING...

I WANT NO HEROES HERE! WE DO THIS STRICTLY BY THE BOOK. I WANT THESE FREAKS COVERED AND NEUTRALIZED BEFORE THEY EVEN KNOW WE'RE THERE!

WE GET THAT CONFIRMATION FROM DUKE YET, SID?

ROGER THAT, COMMANDER. ALL CIVILIANS HAVE BEEN EVACUATED FROM THE DECK. NO STRAGGLERS.

YEAH-- THEY ALL GOT OUTTA DODGE AS SOON AS THE BUG SHOWED UP!

CAN THE NOISE, PAXTON!

THIS IS SERIOUS! I WANT NO MISTAKES UP THERE! "YOU STAY FOCUSED-- YOU STAY ALIVE!

I DON'T WANT ANY OF YOU GUYS COMING OFF THAT ROOF IN A BAG!

AWAIT MY MARK.

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

ABOVE.

WITNESS THE DESCENT OF A MAN-- LOST IN SHOCK AND CONFUSION-- BATTERED AND BROKEN--NOT ONLY PHYSICALLY--*

*BY THE JACKAL, AS SEEN IN SPIDER-MAN: MAXIMUM CLONAGE: ALPHA. --ERIC

--BUT IN SPIRIT AS WELL, AS PETER PARKER--

--THE AMAZING SPIDER-MAN--

--STRUGGLES TO ACCEPT THE HORRIBLE TRUTH-- THAT HE IS, IN FACT...

...NOT THE TRUE PETER PARKER, BUT--

--A CLONE!

DEPRESSED AND DESPONDENT, FALLING AWAY FROM HIS FLEETING HUMANITY, HE REACHED OUT--

--GRASPING FOR ANYTHING THAT WOULD VALIDATE HIS EXISTENCE.

HE FOUND THE JACKAL'S HAND--

--AND HAVING NOWHERE ELSE TO TURN--

--HE ACCEPTED IT!

GENTLE-MEN, JACKAL SEASON IS NOW OFFICIALLY OPEN.

POW.

HE'S DEAD, JIM.

MAXIMUM CLONAGE

PART 2

THE LAST TEMPTATION OF PETER PARKER

THE BEGINNING OF THE END -- BROUGHT TO YOU BY --

TODD DEZAGO	WORDS
STEVEN BUTLER	PENCILS
RANDY EMBERLIN	INKS
STEVE DUTRO	LETTERS
KEVIN TINSLEY	COLORS
ERIC FEIN	EDITOR
DANNY FINGEROTH	GROUP ED.
BOB BUDIANSKY	CHIEF

AMMO

DANGER

HUH?! MY SPIDER-SENSE IS GOING WILD!

WE'RE IN DANGER!

LOOKS LIKE WE HAVE SOME COMPANY, JACKAL--

"--SPELLED S.W.A.T.!"

BLAST IT, SPIDER-MAN! GET OUTTA THE WAY!

DON'T MAKE ME SHOOT HIM THROUGH YOU--

--I CAN, YOU KNOW.

ATTENTION! WE HAVE BEEN AUTHORIZED BY THE CITY OF NEW YORK TO TAKE YOU INTO CUSTODY! WE HAVE YOU SURROUNDED!

YOU ARE ORDERED NOT TO MOVE! THERE IS NOWHERE TO GO!

SO LONG, SUCKERS!

--SEE YA IN THE GENETICALLY PERFECTED FUTURE!

MAN, THIS IS A HOOT!

I THINK I CAN SEE MY HOUSE FROM HERE!

HOLY--

...uh, COMMANDER... DID YOU SAY THERE WAS *NOWHERE* TO GO...?

SHUT UP, PAXTON--

"--SPIDER-MAN IS SHOOTING OUT A WEBLINE TO SAVE THEM EVEN NOW!

"*EVERYBODY* TO THE STREET! IF WE LOSE THEM NOW, WE'LL NEVER BE ABLE TO PICK UP THEIR *TRAIL*!"

FOR YEARS, FRANK CASTLE--THE PUNISHER--HAS SUFFERED AN EXISTENCE OF COLD TRUTH AND VIOLENCE.

FOLLOWING HIS OWN PERSONAL DICTUM, HE HAS WALKED A *FINE LINE*, NOT ONLY BETWEEN *RIGHT* AND *WRONG*--

--BUT BETWEEN SANITY AND INSANITY AS WELL!!

RECENT EVENTS HAVE FORCED HIM OVER THAT LINE*--FORCED HIM TO CREATE A NEW REALITY--A NEW MISSION--A NEW AGENDA!!

AN AGENDA WHICH INCLUDES ELIMINATING PROF. MILES WARREN--THE JACKAL--A MAN WHO CRAVENLY MISLED CASTLE DURING HIS EARLY YEARS AS THE PUNISHER.

AND ANYONE WHO GETS IN THE WAY!

*SEE THE UP-COMING *DOUBLE EDGE: OMEGA* FOR THE WHOLE STORY.--ERIC

THE PARKER HOME IN FOREST HILLS, QUEENS.

FOR SO MANY YEARS, THIS HOUSE HAD BEEN A HOME-- LIT FROM WITHIN WITH THE WARM GLOW OF THE WOMAN WHO LIVED HERE.

FILLING IT WITH LOVE, SHE MADE IT A HOME FOR HER HUSBAND AND NEPHEW...

...BUT NOW, SHE IS GONE...

OVER THE PAST SEVERAL MONTHS, THE HOUSE HAS FALLEN VICTIM TO SIGNS OF DISUSE AND DISREPAIR--

--AS IF SOMEHOW MIRRORING MAY PARKER'S LONG ILLNESS... AND HER DEATH.

BUT TODAY, THERE IS LIFE...

...AND A NEW GLOW AT WORK.!

...NONSENSE, DEAR.

GETTING THIS PLACE BACK IN SHAPE IS THE LEAST I CAN DO, AFTER STAYING HERE SO LONG.

BESIDES, I KNOW WHERE MAY KEPT EVERYTHING.

HRY JANE

BUT I JUST FEEL SO... SELFISH, AUNT ANNA.

IT SEEMS LIKE THINGS ARE ALWAYS GOING SO FAST AROUND HERE, I NEVER GET A CHANCE TO--

OH, HUSH! IT'S NOT AS IF LIFE HAS BEEN ALL SIMPLE FOR THE TWO OF YOU LATELY, MARY JANE...

...WITH MAY'S ILLNESS, POOR PETER DRAGGED INTO THAT HORRIBLE TRIAL...

NOT TO MENTION THAT I'M MARRIED TO A CLONE--THAT WE JUST FOUND OUT THAT BEN IS THE REAL PETER--

--AND THAT PETER IS...WHO KNOWS WHERE?!

...AND I CAN'T EVEN BEGIN TO THINK ABOUT HOW IT'S ALL GOING TO AFFECT MY MARRIAGE...

HOW IT WILL AFFECT MY BABY!

AND, OF COURSE, YOU HAVE THAT NEW BABY TO CONSIDER...

SO DON'T YOU WORRY, DEAR. LET ME TAKE CARE OF PUTTING THIS PLACE BACK IN ORDER.

MAYBE IT WILL GIVE YOU A CHANCE TO GET AWAY A BIT--

--FIND SOME QUIET TIME.

THAT'S JUST IT, THOUGH. WITH EVERYTHING WE'VE BEEN THROUGH... IF ...IF ANYTHING ELSE WERE TO HAPPEN...

...I DON'T KNOW HOW MUCH MORE OUR MARRIAGE CAN ENDURE!

LET ME DO THAT, AUNT ANNA...

OH, NONSENSE. I AM STILL QUITE CAPABLE OF DUSTING A FEW CABINETS!

YOU AND PETER ARE BOTH VERY STRONG PEOPLE, MARY JANE-- YOU'VE BOTH BEEN THROUGH A LOT. YOU'RE SURVIVORS.

YOUR MARRIAGE IS STRONG, TOO. IT'S BASED ON LOVE AND FRIENDSHIP AND TRUST.

PETER LOVES YOU WITH ALL HIS HEART. HE'S THE MAN YOU LOVE, HE'S THE MAN YOU MARRIED. YOU HAVE SUCH A WONDERFUL LIFE AHEAD OF YOU--

--AND YOU SHOULDN'T LET ANYTHING GET IN YOUR WAY!

SWOOSH

MADE GOOD TIME. THEY'VE GOTTA BE AROUND HERE SOMEWHERE!

THEY CAN'T HAVE GOTTEN--

--THERE!

YESSIR, FOLKS--LIKE SHOOTIN' FISH IN A BARREL...

DON'T THINK THAT YOU ARE ABANDONING YOUR HUMANITY, PETER.

WEEEEEEEE!

FOR NOW YOU CAN TRULY EMBRACE IT!

YOU ARE THE NEW HUMANITY! IN YOUR VEINS FLOWS THE SECRET-- THE ANSWER TO ALL MY RESEARCH--

--THE FORMULA THAT WILL ARREST THE DEGENERATION FACTOR IN MY CLONING PROCESS!

MY CLONES WILL BE PERFECT!

AND SO WILL HUMANITY! ONCE WE'VE DUPLICATED EVERYONE IN GENETIC PERFECTION--

--AND ELIMINATED THE IMPERFECT ORIGINALS--

--WE'LL USHER IN THE NEW ERA OF MAN--

--WE WILL FATHER A NEW RACE!

HOLD ON A SECOND, PROFESSOR...

I THINK I NEED A MINUTE TO... DIGEST ALL OF THIS. SORRY, BUT I...

NONSENSE, MY BOY!

I UNDERSTAND HOW *OVERWHELMING* IT MUST BE TO SUDDENLY REALIZE THAT YOU HAVE SUCH AN *IMPORTANT* NEW RESPONSIBILITY TO HUMANITY!

BUT WE'RE A TEAM NOW, "SON"-- WE'LL SHOULDER THAT RESPONSIBILITY TOGETH--

SPIDER-SENSE--!

DANGER!

BUDDA BUDDA BUDDA

WHOA WHOA WHOA!

HANG ON! LET'S FIND SOME COVER-- FAST!

BLAST YOU!

I DON'T KNOW HOW YOU HOOKED UP WITH THIS LOSER, SPIDER-MAN--

--ALL I WANT IS A CLEAR SHOT AT HIM--

--AND I WANT IT *NOW!*

PUNISHER--

--WHAT THE BLAZES DO YOU THINK YOU'RE DOING?!

UH-OH. NO RESPONSE.

AND I DON'T LIKE THAT LOOK IN HIS EYES...

WOULD YOUR FRIEND LIKE TO STAY FOR DINNER PETER...?

BUDDA BUDDA

WE WERE NEVER FRIENDS--

--AND, AS A MATTER OF FACT--

--I DON'T THINK HE LIKES ANYBODY! MOVE!

OMIGOD! CASTLE'S GONE COMPLETELY INSANE --SHOOTING AT ANYTHING THAT MOVES! HE ISN'T EVEN CONCERNED ABOUT INNOCENT BYSTANDERS ANYMORE!

BUT WHY?!

UNLESS-- HE'S ONLY USING THIS MAN AS BAIT TO DRAW ME OUT...

POW

...AND USING ME TO LURE OUT...

OH OPPOR-TUNITY KNOCKS...

THAT'S IT!

THE PUNISHER DOESN'T WANT ME...

...HE'S GUNNING FOR...

PETER-- NOOOO!

BLAM

=BGnh=

PROFESSOR WARREN!

THE IMPACT THREW HIM BACK--

TRASH!

I...I WAS SO...

...CLOSE...

PROFESSOR?

...WE WERE SO CLOSE! WE COULD HAVE SAVED THEM, PETER...

...WE COULD HAVE SAVED ALL MANKIND! IT WAS MY LIFE'S DREAM...

...TO FINALLY HAVE THE CHANCE TO DO THE RIGHT THING... ALL I NEEDED WAS TO FIND THAT FINAL ANSWER...

...THE ANSWER, PETER, THAT YOU CARRY IN YOUR BLOODSTREAM! BUT NOW...

NO, PROFESSOR, WE STILL HAVE A CHANCE! WE'VE GOT TO GET--

BUPOOA BUPOOA

FORGET ABOUT ME?

YOU'D BETTER STEP ASIDE, SPIDER-MAN--

--UNLESS YOU WANNA GET BULLETS AND BLOOD ON YOU...

CASTLE, YOU LUNATIC!

BUDDABUDDABUDDA

DO YOU HAVE ANY IDEA WHAT YOU'VE JUST DONE? WHAT YOU'VE JUST COST HUMANITY?!?

THWIP

THE HOPE YOU'VE DESTROYED?!

FREEZE!

YOU MURDERING--

PROFESSOR WARREN! HE NEEDS SOME IMMEDIATE ATTENTION-- I HAVE TO GET HIM BACK TO HIS LAB!

DON'T HAVE TIME FOR THE POLICE. AT LEAST THE PUNISHER'S OUT...!

HERE--

--HE'S YOURS!

THE COPS CAN TAKE CARE OF HIM--

--GIVING ME THE CHANCE TO GET WARREN THE HELP HE NEEDS. I CAN'T BELIEVE HE TOOK THOSE BULLETS FOR ME.

I STILL WASN'T READY TO TRUST HIM ENTIRELY AFTER ALL HIS MANIPULATIONS AND MINDGAMES--

--BUT HE WAS WILLING TO SACRIFICE HIMSELF FOR ME! HE SAVED MY LIFE--

--I JUST HOPE I CAN RETURN THE FAVOR.

HEY, CAP! WHAT--

--SMOKE GRENADES--

--JUST LOOKED AWAY FOR A SECOND--

--WHERE IS HE?!

GONE--

--BUT IT'S PRETTY EASY T'SEE HE WENT DOWN INTO THE SEWER.

AND SO IT IS.

IN THE END, THE *PRODIGAL SON* RETURNS HOME, BACK TO WHERE IT ALL *BEGAN*-- *PROFESSOR WARREN'S* ORIGINAL LAB WHERE THE *JACKAL* FIRST CREATED HIM--

--CREATED *US*.

PETER, THE *SUCCESSFUL* ONE-- THE PERFECT SON--THE PERFECT *CLONE* WHO VENTURED OUT TO LIVE THE LIFE--TO *REPLACE* THE ORIGINAL PETER PARKER.

AND *ME*--

--*KAINE*--

--THE *FAILED* FIRST ATTEMPT. THE *DISCARDED, DEGENERATED MONSTER* NOT EVEN WORTHY OF A MOMENT OF THE *JACKAL'S* CONSIDERATION.

A *FUGITIVE* FROM JUSTICE-- A FUGITIVE FROM LIFE!

AND NOW, IN HIS *WEAKNESS* AND *DESPAIR* HE AGREES TO ALLY HIMSELF WITH OUR "*FATHER*"--

--TO BE IN LEAGUE WITH THAT *COLD, MANIPULATIVE*--

--I WON'T ALLOW IT!

CHOOM

AND SO, FROM A DISTANCE, I LIVED VICARIOUSLY *THROUGH* PETER, FINDING MY OWN PRIDE WRAPPED UP IN *HIS* ACCOMPLISHMENTS, IN *HIS* SUCCESS--

--*HIS* STRENGTH!

I WON'T AL--NOOO!

--NOOOO!

...THE PAIN...THE BLINDING PAIN... BURNING ME... TEARING AT MY SENSES... AND BRINGING WITH IT...

...THE VISION...!

SHE IS TRAPPED...

...LITERALLY KNOCKS...THE LIFE FROM HER...

AND THE VISION SHOULD...END HERE, BUT IT GOES ON... AND I CATCH A GLIMPSE OF HER KILLER...

...AGAIN MARY JANE ...FLEES HER... UNSEEN ATTACKER...

...AS THE... SICKENING... IMPACT...

...AND I KNOW!

NO!

NO! IT CAN'T BE!

IT CAN'T BE!

THE JACKAL'S LAB...

WE'RE HERE, PROFESSOR. C'MON, YOU'VE GOT TO WAKE UP--

--YOU HAVE TO TELL ME WHAT TO DO.

PROFESSOR?

I'M :KAKK: I'M LOSING IT, PETER... BYPASS... THE SECURITY SYSTEM...

THE CODE... IS ONE-FOUR-NINE DASH... ONE-FIVE-ONE...

THANK :KAKK: YOU FOR TRYING, PETER...

...THANK YOU FOR CARING...

...I DON'T CARE WHETHER YOU LIKE IT OR NOT, PAXTON--

--THAT MANIAC IS DOWN HERE SOMEWHERE, AND IT'S OUR JOB TO FIND HIM!

SO SHUT UP AND FOLLOW MY COMMAND!

THE SUBJECT OF THIS TACTICAL MANEUVER DISCOVERS HIMSELF IN A PREDICAMENT OF HIS OWN--

--COMING UP AGAINST A DEAD END--

...HE DEIGNS TO MAKE A STAND!

OKAY, BLUE BOYS--

--COME AND GET ME.

--THE FEW OUTLET PIPES MUCH TOO SMALL FOR HIS ESCAPE!

AND WITH THE SOUNDS OF S.W.A.T. NOT FAR BEHIND...

HMM.

MEAN-WHILE...

...THERE... CELLULAR REGENERATION POD...

...MY WOUNDS... PROB:KAKK:PROB'LY TOO SERIOUS TO HELP...

...BUT IT'S WORTH A TRY.

...I'VE FINALLY FOUND THE ANSWER TO ALL MY RESEARCH-- SOLVED THE ONE PROBLEM THAT PLAGUED ME...

...ONLY TO HAVE IT TAKEN AWAY FROM ME:KAKK!KAKK!: I WANTED MANKIND TO BENEFIT FROM MY WORK.

TELL ME YOU'LL TRY, PETER...

TELL ME YOU'LL HELP THEM.

I WILL, SIR.

THANK YOU...

...SON...

I'M TELLIN' YA, THE GUY IS A TICKING TIME BOMB!

I WANT NO--

--OMIGOD!

HELLO, BOYS--

--HOW'S THE WATER...?

NOW I WANT EVERYBODY TO STAY COOL, AND RETREAT BACK UP WHATEVER HOLE YOU CAME DOWN--

--OR I DROP THESE CABLES IN THE WATER AND WE ALL FRY!

AND DON'T THINK I'M NOT CRAZY ENOUGH TO DO IT!

HAK

Y-YOU HEARD THE MAN, EVERYBODY--

F-FALL BACK!

EVERYONE STAY COOL--

--I DON'T WANT ANY HEROES HERE.

SHORTLY--

NO TIME TO GO AFTER THE JACKAL NOW. I'VE GOTTA GET OUT OF HERE WHILE S.W.A.T.'s STILL SCARED--

--BUT HIS DAY WILL COME--

--IF NOT BY MY HAND-- THEN BY SOMEONE'S!

=UNGH=
HUNH
HEH
HEH
HEH

HEH--
COULDN'T
HAVE...WORKED
OUT BETTER
IF I'D
PLANNED IT
MYSELF...

...HEH-
HEH...OR
DID I?

HEH
HA HA
=KAKK=
HEH
HEH

MAXIMUM CLONAGE

continues in
THE AMAZING SPIDER-MAN
#404
"IN THE NAME OF THE FATHER!"

THEN NEXT MONTH, IN
WEB #128, THE *FINAL*
DECISION BETWEEN
PETER PARKER AND
BEN REILLY--
"WHO WILL WEAR
THE WEBS?"

ONLY $1.50 US

$2.05 CAN / UK £1.25

AUG • 404

MARVEL SPIDER-MAN GROUP

MAXIMUM CLONAGE

PART 3 OF 6

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN

WAR OF THE SPIDER-MEN!

BAGLEY & MANHEIM

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN!

MAXIMUM CLONAGE: PART THREE

"IN THE NAME OF THE FATHER"

IT'S GONE--

--ALL OF IT... JUST GONE.

EVERY HOPE AND DREAM THAT I HAD FOR THE FUTURE-- ALL OF THE PLANS THAT I HAD FOR MY SPIDER-MAN CAREER ... MY LIFE... MY MARRIAGE...

...OUR BABY...

...ALL OF IT GONE. ALL THE THINGS IN LIFE THAT ANY MAN WOULD GLADLY DIE FOR.

BUT I'M NOT A MAN--NOT HUMAN... I'M A CLONE!

A BIOLOGY EXPERIMENT CREATED IN A LAB. I'M A COPY--A FAKE --NOT DESERVING OF THE LOVE OF A REAL WOMAN--A FAMILY.

IT WAS RIGHT TO JOIN WITH THE JACKAL--COME HERE WITH HIM TO HIS BASE. THIS IS WHERE I SHOULD BE--WHERE I BELONG--! *

...PETER?

J. M. DEMATTEIS
PLOT
TODD DEZAGO
SCRIPT
MARK BAGLEY
PENCILS
MAHLSTEDT, EMBERLIN, & RUBINSTEIN -- INKS
BOB SHAREN
COLORS
BILL OAKLEY
LETTERS

DANNY FINGEROTH
EDITOR

BOB BUDIANSKY
MAXIMUM EDITAGE

* SEE WEB #127.-- DANNY

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

BEN...?

...I...FOLLOWED A LEAD THAT THE JACKAL MIGHT BE HERE... I...

...I DIDN'T EXPECT TO FIND...

...PETER ...I'M SORRY...!

JACKAL'S HERE. IN THE REGEN TANK.

HEALING -- MAYBE -- FROM BULLETS HE TOOK FOR ME!

THEN YOU AND I CAN TALK...

IF I COULD MAKE THE RESULTS OF THE TESTS DIFFERENT --MAKE ME THE CLONE AND YOU THE ORIGINAL--I WOULD!

I'D BEEN LIVING THE LAST FIVE YEARS OF MY LIFE BELIEVING I WAS YOUR CLONE! I LIVED WITH IT-- ACCEPTED IT-- BUT BELIEVE ME--

--IT'S NOT AS BAD AS YOU THINK!

DON'T PUSH ME AWAY, PETER--DON'T ALIENATE YOURSELF! I'VE BEEN THERE! I KNOW WHAT YOU'RE GOING THROUGH--

--I KNOW HOW YOU FEEL...!

...YOU KNOW HOW I...

...HOW COULD YOU...

...HOW COULD YOU POSSIBLY KNOW HOW I'M FEELING?!

WHAT DID YOU HAVE?! WHAT DID YOU EVER HAVE TO LOSE?!

WHAM!

KRASH!

I'VE LOST EVERYTHING!! MY WIFE, MY CHILD--!

PETER... I UNDER-STAND--

SHUT UP! SHUT UP!

JUST SHUT UP!!

KRAK!

YOU DON'T KNOW--YOU CAN'T KNOW--!

YOU'RE NOT ME--

--I'M A CLONE...

NO, PETER, WE ARE THE SAME--

--WE'RE BROTHERS! TWO OF A KIND!!

PLEASE--

--LET ME HELP YOU!!

...PLEASE...

BROTHERS...?!

DON'T KID YOURSELF, BEN...

...WE'RE A *UNIVERSE* APART!

:ahem:

CORRECT ME IF I'M *WRONG*--

THWUNK!

--BUT I DON'T THINK YOU BELONG HERE!

I MEAN, I'M PRETTY SURE THE SIGN OUT FRONT SAYS, "CLONES ONLY!"--

--AND YOU--

--JUST--

--AIN'T!!

FWAKK!

I SUPPOSE I COULD MAKE AN EXCEPTION--

--BUT THIS IS A VERY EXCLUSIVE CLUB!

AND BESIDES-- I DON'T REALLY LIKE YOU!

GWORSHH!

CAN YOU BREATHE IN THERE...?

NO?!

GOOD!!

REILLY... BEING INUNDATED BY THAT GENETIC FREAK, SPIDERCIDE--

JUST CHECKING.

--LET HIM DIE--!!

AFTER ALL THE YEARS I SPENT BADGERING REILLY-- MAKING HIS LIFE UNBEARABLE--

--LATELY, HE'S BEEN MORE OF A CURSE TO ME THAN A "HOBBY"! I'LL BE HAPPY TO SEE HIM CRUSHED--

--EVEN IF IT IS BY THE HANDS OF THE JACKAL'S NEWEST PUPPET!!

AND SPEAKING OF "FATHER"...

...IT'S TIME THE JACKAL WAS MADE TO PAY...

KRINK!

GWORSH!

...FOR WHAT HE'S DONE TO PETER!!

HE HAD EVERYTHING, YOU FILTH!

EVERYTHING!!

HE WENT BEYOND EVEN YOUR WILDEST DREAMS OF WHAT A CLONE COULD ACCOMPLISH--

--AND YOU TOOK IT ALL AWAY FROM HIM!!

WELL, NOW I'M GOING TO TAKE IT ALL AWAY FROM YOU!!

BWOK!

SO THAT'S HOW IT'S GOING TO BE, eh?

FATHER AGAINST SON?

KRAKK!

--AND THIS IS HOW YOU REPAY ME?!?

FINE.

YOU--THE FRUIT OF MY LOOMS--I GAVE YOU LIFE--

--ALBEIT A MISERABLE AND LONELY ONE--

I'VE BEEN WAITING FOR THIS...

...FOR A LONG, LONG TIME!

OR--

--I COULD CURE YOU OF THE HORRIBLE DEGENERATION PROCESS THATS SLOWLY CAUSING YOU TO DETERIORATE FROM WITHIN.

YOU CURSE ME FOR ENLISTING PETER TO MY SIDE, AND YET, THEREIN LIES YOUR SALVATION!!

I CAN MAKE YOU PERFECT NOW!

YOU DON'T HAVE TO BE A PATHETIC, HIDEOUS, DEGENERATING WASTE OF CELLULAR MATERIAL ANYMORE!!

I CAN CORRECT THE FLAWS AND IMPERFECTIONS IN YOUR GENETIC MAKE-UP...

...I CAN MAKE YOU WHOLE!!

SO COME ON-- DON'T JUST STAND THERE WITH YOUR MOUTH HANGING OPEN!

LET'S GO FIND YOUR BROTHERS--

"--I'M SURE THEY'RE INTO SOME KIND OF MISCHIEF!"

WHY ARE YOU DOING THIS?! YOU DON'T HAVE TO :huhgh: ACCEPT THE JACKAL'S PROGRAMMING! FIGHT IT! FIGHT IT!!

WE SHARE THE SAME GENETIC CODE-- FIND THE PETER PARKER INSIDE YOU :hrrk: AND DO THE RIGHT :hrrm: THING!!

I LIKE MY PROGRAMMING!

I'M DADDY'S BOY ALL THE WAY!

OH YEAH--?

THEN PROGRAM THIS!!

CRASH

OH, MAN--

--I HOPE YOU'RE HAPPY NOW!

NOW I'M JUST A HEAD!

THAT'S IT. IT'S OVER. YOU WIN. DO YOUR LITTLE VICTORY DANCE. I'M DEAD.

OH, WAIT A MINUTE... NO, I'M NOT.

CAN YOU BELIEVE I FORGOT THAT I HAVE COMPLETE CONTROL OVER MY BODY ON A MOLECULAR LEVEL...?!?

BOY, IF IT WASN'T ATTACHED TO MY SHOULDERS, huh?

I'M FEELING MUCH BETTER NOW...

SO, WHAT SAY THIS TIME I KILL YOU-- REALLY?!

BOYS, BOYS-- NO ROUGH-HOUSING IN THE LAB!

AFTER ALL, IF WE CAN'T HAVE HARMONY IN OUR LITTLE HOME-- HOW ON EARTH CAN WE EVER EXPECT THERE TO BE HARMONY IN THE WORLD?!

ISN'T THAT RIGHT...

...PETER?

I'D BEEN HIDING IN THE SHADOWS, TRYING TO COLLECT MY THOUGHTS...

...BUT WHAT ARE MY THOUGHTS...?

AS MUCH AS I DESPISE BEN... uh, PETER?... I WASN'T ABOUT TO LET THAT... SPIDERHULKTHING KILL HIM!

THE JACK-- er, PROFESSOR WARREN-- LOOKS PRETTY SPRY CONSIDERING HE CAUGHT TWO SLUGS IN THE CHEST THIS MORNING...*

* IN WEB OF SPIDER-MAN #127, MAXIMUM CLONAGE, PART 2.--Danny

WHAT'S GOING ON?!

THIS IS WONDERFUL! WONDERFUL!!

ALL MY BOYS TO-GETHER!! ROBBIE, CHIP, ERNIE AND...

...WELL, I SUPPOSE YOU'LL HAVE TO BE UNCLE CHARLIE!

I KNOW THIS MAY COME AS SOMETHING OF A *SURPRISE* TO YOU, BUT *PETER* HERE HAS *JOINED* ME. HE REALIZES THAT *YOUR* WORLD--

--THE WORLD OF *FLAWED* AND *HATE-FILLED HUMANS*--

--ISN'T FOR HIM. HE'S *HOME* NOW-- WHERE HE BELONGS.

WITH BUT A SMALL SAMPLE OF HIS *UNIQUE CLONE BLOOD*, PETER AND I WILL BE ABLE TO *COMPLETE* MY *WORK*--

--BRINGING MY *VISION* OF A *NEW* AND *BETTER WORLD* TO *FRUITION!* WE'LL WORK *TOGETHER*... LIKE... *LIKE*...

...LIKE *REGIS* AND *KATHIE LEE!!*

YOU CAN GET SOME NEW *CLOTHES*-- BUY A *CONDO*-- WALK THE EARTH AND GET INTO ADVENTURES LIKE CAIN ON "*KUNG FU*"-- *ENJOY LIFE!!*

AS FOR YOU, *BEN*... uh, *PETER*... um, WHAT EXACTLY *DO* YOU WHAT TO BE CALLED NOW?! Ah, WELL, NO MATTER --YOU'RE *FREE* TO GO!

I BEAR YOU NO *GRUDGE*--

--AFTER ALL, IF IT WASN'T FOR *YOU*, NONE OF THIS WOULD HAVE BEEN *POSSIBLE!*

WHAK!

YOU BEAR ME NO GRUDGE...?!? YOU STOLE MY LIFE!!

YOU BURIED ME ALIVE FOR FIVE LONG YEARS!!

YOU TOOK ME AWAY FROM EVERYTHING AND EVERYONE I EVER LOVED... YOU STOLE MY VERY SELF!!

YOU EVIL, MANIPULATIVE--!

YOU EVEN ROBBED ME OF MY AUNT'S DEATH!! SHE NEEDED ME THERE, BY HER SIDE--AND WHERE WAS I--?!?

ON THE ROOF!! HIDING AWAY LIKE SOME WORTHLESS SHADOW-MAN!! SOME PATHETIC FRAUD!!

KRAK!

WHAT YOU'VE DONE TO ME-- WHAT YOU'VE DONE TO ALL OF US--!!

THASH!

HOW MANY LIVES HAVE YOU DESTROYED, YOU JACKAL?!

SLAK!

HOW MANY ?!?

PWAM!

LEAVE HIM ALONE! THIS ISN'T YOUR BUSINESS ANYMORE!

YOU'VE GOT YOUR IDENTITY BACK-- TAKE IT!! TAKE YOUR LIFE BACK! YOU CAN HAVE IT!!

YOU'RE NOT ONE OF US! YOU CAN'T UNDERSTAND OUR WORLD! YOU'RE AN INTRUDER HERE!!

DON'T GO TEMPORARILY INSANE ON ME HERE, PETER-- YOU DON'T--

YOU DON'T BELONG HERE!!

SKRK!

THIS IS OUR WORLD!!

MEANWHILE, IN A REMOTE AND SHADOWED WING OF THE LAB...

HAD TO GET AWAY FROM THERE... MY HEAD... SUDDENLY SPINNING... SWIMMING...

SOMETHING CALLING TO ME FROM DEEP INSIDE... MY... SOUL...? LIKE I'M BEING DRAWN HERE...

...SUMMONED...

I--I KNOW YOU...

...

...DO I?

HIS NAME IS SCRIER--

--A BEING MORE MYSTERY THAN MAN! AN AGELESS, TIMELESS ENTITY WHOSE PURPOSE, IF REVEALED, WOULD BE UNFATHOMABLE TO THE MORTAL MIND!

AND WHILE HE CANNOT RECALL A PREVIOUS MEETING,* SOMEHOW SPIDERCIDE KNOWS HIM-- COMPREHENDS HIS GRANDEUR--

--VAGUELY RECOGNIZING A BOND--A CONNECTION BETWEEN THEM.

TELL ME WHO YOU ARE--WHO I AM!

* IT HAPPENED IN MAXIMUM CLONAGE: ALPHA.--Danny

HIS RESPONSE IS SILENT-- BRIEF--

--ENLIGHTENING!!

I... KNOW!!

I KNOW WHO I AM -- WHAT I AM! IT'S ALL SO CLEAR--

--IT'S ALL SO RIGHT!!

ELSEWHERE...

IT BREAKS MY HEART, BEN... TO SEE OUR FAMILY *TORN* LIKE THIS. THE *TRUTH* IS, I DON'T *WANT* YOU TO GO... *JOIN* US! *BE ONE* OF US!!

I CAN DO FOR *YOU* WHAT I DID FOR *MYSELF*! RE-GROW YOUR BODY IN THE *CELLULAR REGENERATION TANKS*!

I'LL MAKE YOU A *NEW* AND *BETTER* MAN!!

YOU CAN WORK WITH ME... WITH YOUR *BROTHERS*... HELP US CREATE A *NEW* AND *BETTER* WORLD!!

A NEW AND BETTER WORLD...? IS *THAT* WHAT YOU CALL IT?! ALL I SAW IN *SPRINGVILLE* WAS *DEATH*!!

LIAR!!

WAP!

TRYING TO POISON MY VISION!! TURN MY SONS AGAINST ME!! WELL THAT JUST--

--MAKES--

--ME--

--MAD!

LET ME DEAL WITH HIM.

NO-- NONONONONO-NONONO--

--BEN IS TOO VALUABLE TO JUST, Y'KNOW, KILL--

--AT LEAST WITHOUT A CAKE AND PARTY HATS!

BUT IF YOU REALLY WANT TO MAKE YOURSELF USEFUL--

--KILL HIM!!

BUT... YOU SAID YOU WERE GOING TO MAKE ME PERFECT--

--STOP THE DEGENERATION...

WHY WOULD I DO THAT?!

YOU'RE A WORTHLESS, WALKING HEAP OF GENETIC TRASH-- --A COMPLETE WASTE OF BLOOD AND HAIR!!

NO... NO, YOU CAN'T DO THIS!!

I BELIEVED YOU-- I TRUSTED YOU!! YOU SAID... YOU SAID...

...PLEASE ... DON'T DO THIS... DON'T ABANDON ME...

...AGAIN.

CAN'T YOU...

...CAN'T YOU SEE MY PAI--

I WAS... A FOOL TO BELIEVE...THAT YOU'D EVER HELP ME.

÷hmmph!÷

I THOUGHT HE'D NEVER LEAVE.

I'LL KILL YOU SOME OTHER TIME.

IS IT ME, OR WAS HE, LIKE, A MAJOR DOWNER? OH, AND HOW'S YOUR HEAD, BEN? STARTING TO FEEL A LITTLE, I DON'T KNOW...

...WOOZY?

S-SOMETHING ON YOUR... CLAWS ... WHEN YOU SWIPED ME...

...SOME DRUG...

YOU ARE SO PERCEPTIVE...

BUT THAT'S NOT GOING TO SAVE YOU RIGHT NOW!

I'M VERY DISAPPOINTED WITH YOUR BEHAVIOR, YOUNG MAN... YOU HAVE NO RESPECT FOR ME, AND NO RESPECT FOR YOUR FAMILY--!

SO I WANT YOU TO GO TO YOUR ROOM AND THINK ABOUT THAT... AND DON'T COME OUT 'TIL YOU'RE SORRY!!

WHAT AM I DOING?

WHAT AM I DOING HERE...?

NOT TO WORRY, PETER. BELIEVE ME WHEN I TELL YOU THAT THIS IS FOR HIS OWN GOOD! TOUGH LOVE!!

AT LEAST THAT'S WHAT THEY CALL IT ON OPRAH...

WHY AM I IN LEAGUE WITH PROFESSOR WARREN? HE NEEDS ME--HE WANTS ME--TO WORK WITH HIM. HE WAS WILLING TO SACRIFICE HIMSELF FOR ME...

...BUT AM I DOING THE RIGHT THING?

TELL HIM, JACKAL! TELL HIM WHAT YOU'RE REALLY PLANNING!!

HE'S TRICKED YOU, PETER! HE'S--

CAN I TRUST A JACKAL?

CAN I STAND IDLY BY AND WATCH AS MY BROTH--

--AS BEN--

--IS DRUGGED... DEFEATED?!

SHOOOM

IS THIS MY WORLD NOW?--

--IS THIS WHERE I BELONG...?

YOU BOYS READY FOR SOME LUNCH?

...ungh... HEAD POUNDING...

...HAVE TO SHAKE THIS OFF... EVERY-THING HAPPENING SO FAST... SO WRONG...

I'VE REGAINED MY HUMANITY ONLY TO FIND THAT I'VE LOST PETER...

NO... CAN'T THINK THAT WAY... PETER IS STILL--

--hunh... WHAT DID THE JACKAL USE ON ME?

THUNDERING IN MY EARS LIKE... A STAMPEDE...

...DEAFENING-- IT SOUNDS SO...

...SO...

...TERRIFYING!

MAXIMUM CLONAGE
CONTINUES IN SPIDER-MAN #61!
BE THERE!! 'NUFF SAID!

AUG • 61
$1.95 US
$2.75 CAN

MARVEL®
SPIDER-MAN GROUP

MAXIMUM CLONAGE

PART 4 OF 6

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN®

A THOUSAND CLONES!

You wake up in the morning and think...

..."Things could be worse! I've got my life back, I know I'm not a CLONE anymore...things could definitely be worse!"

You go through the day expecting it to be better than every one of the other mornings over the past five years.

No more doubts... no self-loathing... life is GOOD!

And then, just when you're starting to feel UNIQUE... DIFFERENT... ONE OF A KIND...

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

...someone's got to come along and prove you WRONG!

So much for feeling SPECIAL!

STAN LEE PRESENTS

MAXIMUM CLONAGE PART IV

HEADING TOWARD ΩMEGA

HOWARD MACKIE & TOM LYLE STORY & ART

CHRIS IVY INKS

RICHARD STARKINGS AND HIS COMICLONES LETTERING

KEVIN TINSLEY COLORS

DANNY FINGEROTH ONE IN A MILLION

BOB BUDIANSKY REMAINS UNCLONED

I've got to get away... got to RUN AWAY!

Even under the BEST of circumstances I wouldn't be able to take on a hundred clones of myself.

And right now I've got enough of the drugs the JACKAL sent coursing through my system...

...so that I don't feel like STANDING, much less FIGHTING guys who are as strong as I am.

Running away, clearing my head, finding my clone...SPIDER-MAN... the man who has been Peter Parker for the past five years... and pounding some sense into his head seems like the safest bet.

I can't believe he's gone over to the Jackal's side...*

...can't believe he's willing to simply walk away from the LIFE he's built for himself -- on the word of a MADMAN!

* See AMAZING SPIDER #404 -- Departing D

I wouldn't...

I DID.

I've got to FIND him! I can't let him make the same mistake I did!

I WON'T!

THE HOME OF PETER AND MARY JANE PARKER.

THE PAST MONTHS HAVE NOT BEEN EASY FOR MARY JANE.

PETER, THE MAN SHE HAS KNOWN AND LOVED FOR FIVE YEARS...THE MAN SHE MARRIED... THE MAN WHO IS THE FATHER OF HER UNBORN CHILD...

...HAS BEEN PROVEN TO BE **NOT** A MAN, BUT A CLONE.

AND NOW SHE IS WITHOUT HIM.

SHE HAS BEEN ALONE BEFORE. BEING THE WIFE OF SPIDER-MAN HAS COME WITH ITS FAIR SHARE OF LONELINESS.

BUT THROUGH ALL THE ANXIOUS NIGHTS OF WAITING... **PRAYING**... THAT PETER WOULD COME TO NO HARM...

...DEEP DOWN IN HER SOUL MARY JANE HAD FAITH THAT HE **WOULD** RETURN TO HER.

NOW SHE HAS NO SUCH FAITH.

BUT SHE WILL NOT WAIT ANXIOUSLY FOR THINGS TO TURN OUT FOR THE BEST.

TONIGHT MARY JANE PLANS ON ACTING... ON BRINGING PETER, HER HUSBAND, HOME WHERE HE BELONGS.

KLIK

KAINE!

WHY? WHY DID HE DO IT?

WHAT ARE YOU *TALKING* ABOUT, KAINE?

WHAT ARE YOU *DOING* HERE?

HE HAD IT *ALL*... PETER DID.

HE HAD *YOU*... SOON YOUR *CHILD*... THIS PLACE TO LIVE... TO *LOVE*.

WHY DIDN'T HE FIGHT TO *KEEP* THIS LIFE?

WHY?

I DON'T KNOW...

...AND I REALLY WISH I DID.

ELSEWHERE...

HOW YOU FEELING, PETER, MY BOY?

GOOD?

NO... YOU'RE NOT. I CAN TELL JUST BY *LOOKING* AT YOU.

I KNOW THIS IS *PAINFUL*, PETER... THE *TRUTH* ALWAYS IS!

BUT YOU'RE A PART OF A *FAMILY* NOW, PETER... *OUR* FAMILY!

GIVE IT A LITTLE *TIME* AND YOU'LL FORGET ALL ABOUT YOUR FORMER LIFE.

AND NO MATTER *WHAT* HAPPENS IN THE FUTURE...

...YOU'LL ALWAYS HAVE *ME*, SON!

I CAN SEE YOU'RE HAVING TROUBLE FOCUSING, BOY... AND THAT'S UNDER-STANDABLE.

BUT WHAT WE'VE GOT TO DO IS FIND YOU SOMETHING TO DO...

...SOMETHING TO TAKE YOUR *MIND* OFF OF THINGS... SOMETHING TO PUT A *SMILE* BACK ON YOUR FACE.

IT'S *GWEN*... *GWEN STACY*. I NEED YOU TO BRING HER TO ME.

WHAT--?

NOW... NOW! I KNOW WE'VE BEEN THROUGH THIS ***BEFORE***... AND I'M NOT GOING TO TRY TO ***LIE*** TO YOU, SON.

THIS ***IS NOT*** THE REAL GWEN. THE REAL GWEN DIED...

...GOD REST HER SOUL.

THIS IS THE CLONE... THE ONE I DEVELOPED AT THE SAME TIME I DEVELOPED YOU... SHE TOO HAS SURVIVED...

...HAS ***NOT*** DEGENE-RATED.

SHE CAN GIVE US A FURTHER CLUE TO THE WHY OF IT ALL. WHY ONLY ***YOU TWO*** OUT OF SO MANY?

I KNOW WHERE SHE IS, PETER. HERE'S THE ***ADDRESS***. SHE'S ALONE OUT THERE... FRIGHTENED... ***LOST***...

SHE'S THE CLOSEST THING TO A ***REAL*** PART OF YOUR LIFE THAT YOU WILL ***EVER*** COME BY.

GWEN! ***OUR*** GWEN!

THAT'S M'BOY!

WHAT A ***SAP!***

CAN YOU ***BELIEVE*** WHAT SOME PEOPLE WILL FALL FOR, SPIDERCIDE?

NO...

...I CAN'T.

MEANWHILE...

Here they come.

Only four of them...here.

Since our spider-senses cancel out each other's, they're spreading out and doing a methodical search.

Just my luck THEY inherited MY brains...

...meanwhile I'M the one who did all the studying.

Clones do get all the breaks.

Well, since they're not going to make it easy on me--

THWIP

THWIP

Only one thing to do...

Web 'em up...

...and take 'em down.

And show them that there's a lot more to being Spider-Man --

-- than a costume and a fortunate inheritance of genetic material.

OH, BOY!

FWAM

So much for MY brains!

Counting on my IMPACT webbing, which I constructed so that I could always tear through it, to hold someone who has the same strength level as me.

Duh! And now the fight continues OUTSIDE!

Which is EXACTLY where I wanted to be!

Though I might have opted for the DOOR!

Oh well. Guess this is where I find out if my years of hands-on experience...

...my new STINGERS...

...and being MORE than a little irritated...

...is going to give me the edge. And...

...YES! It does!

I still got it.

I...

I...

...OMIGOD...

HERE? JACKAL'S LAB IS HERE?!

HE COULD HAVE HAD IT ALL... *NEVER* DID HE HAVE TO GIVE IT UP!

NO MATTER THE *TRUTH*... THIS LIFE WAS *HIS*.

AND I WOULD HAVE DONE ANYTHING TO ENSURE THAT HE *KEPT* IT.

WHY, KAINE? WHY DO YOU CARE SO MUCH ABOUT PETER?

WHY?

DID YOU EVER WANT SOMETHING... I MEAN *REALLY* WANT SOMETHING...

SOMETHING THAT WAS WITHIN YOUR GRASP... SOMETHING THAT YOU *KNEW* WOULD BE YOURS...

...AND THEN WATCH AS IT WAS *TAKEN AWAY* FROM YOU?

THIS LIFE OF PETER'S... IT COULD HAVE BEEN *MINE*.

I WAS THE *FIRST* OF PROFESSOR MILES WARREN'S CLONES...

...AND I WAS TO BE THE *BEST*.

ON THE DAY I EMERGED FROM HIS CLONING TANK WARREN GREETED ME LIKE A NEW-BORN SON.

HE WAS PROUD OF WHAT HE HAD CREATED...

...HE WAS PROUD OF *ME!*

THE MONTHS OF TRAINING... THE LEARING TO BECOME PETER... TO BECOME SPIDER-MAN... WERE THE ONLY HAPPY MOMENTS OF MY LIFE...

...AND WERE TO BE *SHORT-LIVED.*

THE *FIRST* TIME ONE OF MY *PRECOGNITIVE FLASHES* TORE THROUGH MY HEAD, I HAD NO IDEA WHAT IT WAS... OR WHAT IT FORETOLD.

AND THEN I SAW IT... THE FIRST SIGN OF MY CELLULAR DEGENERATION.

IT WAS A SCAR... SO SMALL... AND YET ENOUGH TO SET ME *APART* FROM PETER AND ENOUGH FOR...

...FOR WARREN... WHO HAD BEEN LIKE A FATHER TO ME... TO CAST ME *ASIDE.*

TO HIM, I WAS NOW NOTHING MORE THAN A *FAILED* EXPERIMENT.

ONE WHICH MUST BE *DESTROYED.*

IT WAS AT THAT MOMENT THAT I CAME TO *UNDERSTAND* THE PRECOGNITIVE FLASH FOR WHAT IT WAS.

THE DEGENERATION *DESTROYED* MY LIFE AND...

...*SAVED* ME FROM *DEATH.*

I RAN.

BUT I COULDN'T BRING MYSELF TO GO FAR. WARREN... HIS LAB... IT WAS THE ONLY LIFE I KNEW.

I WATCHED FROM THE SHADOWS THE DAY PETER EMERGED FROM THE TANKS.

I WATCHED AS *HE* BECAME THE FAVORED SON.

I WATCHED AS *HE* BECAME *SPIDER-MAN.*

I TRIED TO HATE PETER... IT SHOULD HAVE BEEN EASY... BUT INSTEAD, IN HIM I BEGAN TO SEE A BROTHER.

A BROTHER WHO COULD LIVE THE FULL AND RICH LIFE THAT WAS TO BE DENIED ME FOREVER.

PETER GOT IT ALL... ALL THAT I COULD NEVER HAVE... BUT IT WAS ENOUGH FOR ME... ENOUGH TO HAVE BEN SUFFER.

I HOUNDED BEN THROUGH THE YEARS... DISRUPTED HIS LIFE... KEPT HIM OFF BALANCE AND ALWAYS AWAY FROM THIS CITY... AWAY FROM PETER.

AND MY LOVE FOR PETER GREW AS, EVERY DAY, HE PROVED HIMSELF THE HERO I COULD NEVER BE...

...SUCCEEDING WHERE I COULD NOT... HIS LIFE... THIS HOME... WAS ALL A SYMBOL FOR ME.

AND NOW HE'S THROWING IT ALL AWAY!

WHY?!

I'VE SEEN HIM... HE'S WORKING WITH THE JACKAL... WITH WARREN!

AND BEN, PLAYING THE FOOLHARDY HERO, TRIED TO STOP HIM!

AND YOU KNOW WHAT THAT WILL GET HIM?

THE DEATH HE HAS ALWAYS DESERVED! KILLED AT THE HANDS OF HIS OWN CLONES.

AND YOU...

YOU WERE ONLY IMPORTANT TO ME WHEN YOU WERE PART OF PETER'S LIFE.

NOW THAT HE IS GONE...

...YOU ARE NOTHING!

MEANWHILE...

I'M HERE, MY DARLINGS.

AREN'T WE ALL LOOKING LOVELY TONIGHT?

ALL SO PERFECT AND YET...

...NONE GOOD ENOUGH TO COMPARE TO MY... THE TRUE... *GWEN.*

NONE EXCEPT FOR THE *ONE.*

AND SOON *SHE* WILL BE MINE AGAIN.

ELSEWHERE...

WHY AM I DOING THIS?

WHY?

BECAUSE I HAVE *NOTHING* ELSE!

Y-YOU'RE HERE... I KNEW HE'D SEND SOMEONE FOR ME EVENTUALLY.

EVER SINCE WARREN DIED, * THINGS HAVE BEEN COMING BACK TO ME...

...MEMORIES I BELIEVED WERE DREAMS... NIGHTMARES...

* SEE **WEB** #125 - Danny

WARREN TOLD ME NOTHING MORE. BUT NOW I KNOW BETTER.

GWEN?

NO. THE *REAL* GWEN DIED LONG AGO.

THIS IS NOTHING MORE THAN A CLONE ...

...LIKE *ME.*

PLEASE... DON'T... IT'S HARD ENOUGH FOR ME TO LOOK AT YOU *WITH* THE MASK ON. I DON'T THINK I COULD BEAR TO... TO...

I UNDERSTAND.

DO YOU? I DON'T THINK SO.

HOW COULD YOU KNOW WHAT IT'S LIKE TO HAVE A FAMILY... A LIFE... A LIFETIME OF MEMORIES...

...RIPPED AWAY FROM YOU IN AN INSTANT... TO LEARN THAT EVERYTHING YOU BELIEVED WAS A LIE?

I DO KNOW. I REALLY DO.

MAYBE, BUT IT DOESN'T REALLY MATTER ANYMORE... DOES IT?

WE HARDLY HAVE CONTROL OF OUR OWN LIVES ANYMORE... DO WE?

WE'D BEST GE GOING... BACK TO *HIM*.

THE JACKAL AND I HAVE QUITE A BIT OF UNFINISHED BUSINESS.

AND...

YOU'RE NOT GOING TO KILL ME, KAINE... YOU WON'T EVEN *HURT* ME.

YOU CAN'T.

NOT IF ALL YOU'VE TOLD ME IS TRUE. IF YOU *ARE* A CLONE OF PETER PARKER'S... THEN DEEP DOWN, YOU'RE AS GOOD AS HE IS.

BEING A CLONE DOESN'T MAKE YOU... OR MY HUSBAND... ANY *LESS* OF A MAN.

YOU'RE *ALIVE!* WHERE AND HOW YOU WERE BORN INTO THIS WORLD JUST DOESN'T MATTER.

AND NOW I'M CARRYING HIS CHILD... I'M NOT GOING TO LET HIM THROW *AWAY* THE LIFE WE'VE SHARED TOGETHER.

PETER *IS* A PERSON... AND SO ARE YOU! *PROVE* YOURSELF, KAINE! BY *YOUR* ACTIONS!

DON'T LET BEN BE KILLED! DON'T *LET* THE JACKAL KILL ANYMORE!

DO WHAT *PETER* WOULD DO! DO THE *RIGHT THING.*

YOU HAVE THE *POWER*...

PETER... *MY* PETER... HAS ALWAYS DONE THE RIGHT THING... HAS DEFINED HIMSELF BY HIS ACTIONS... NOT BY WHETHER HE WAS *BORN* OR *CLONED.*

HE HAS LIVED A VALUABLE LIFE FOR THE PAST FIVE YEARS I'VE KNOWN HIM.

NOW ACCEPT THE *RESPONSI-BILITY!*

THANK YOU, MARY JANE...

KTASH

...THANK YOU SO MUCH!

I BELIEVE YOU *WILL* DO THE RIGHT THING, KAINE, BUT...

...THAT'S NOT GOING TO STOP *ME* FROM TRYING TO REACH PETER.

HE'S GOT TO KNOW I AM STILL HERE FOR HIM.

HE'S GOT TO *KNOW*.

A SHORT TIME LATER...

I was HERE.

HERE all along.

THE smokestack...the factory in which my supposedly dead body was dumped.

THIS is the Jackal's lair?

How much MORE can he play with my life?

WHOA!

Looks like I've got company!

Too many of them for me to even move...

..much less get a good shot in.

But there's no way I'm going to let the Jackal do this to me AGAIN!

I'm not going to let him rob me of my life AGAIN!

What..?

FWAM

They're easing up.

Something, or somebody's, got them distracted.

Distracted enough for me to do THIS!

YOU?

WHY ARE YOU..?

NO... KAINE...

STOP!

I'M NOT GOING TO STAND BY AND LET YOU *KILL* ANYONE... NOT EVEN MY CLONES!

AND I *WON'T.*

A VERY WISE LADY HELPED ME REALIZE THAT *THEY* HAVE AS MUCH A RIGHT TO LIFE AS *YOU* AND *I* DO... *BROTHER.*

NOW HELP ME SO WE CAN GO FIND JACKAL AND FINISH THIS ONCE AND FOR ALL.

CONTINUED IN THE PAGES OF SPECTACULAR SPIDER-MAN #227!

ONLY $1.50 US
$2.10 CAN
AUG • 227
MARVEL
SPIDER-MAN GROUP

MAXIMUM CARNAGE

PART 5 OF 6

APPROVED BY THE COMICS CODE AUTHORITY

THE SPECTACULAR SPIDER-MAN

SB BS

THE DEATH OF KAINE!

STAN LEE PRESENTS THE SPECTACULAR SPIDER-MAN IN MAXIMUM CLONAGE, PART 5

"IF DEATH BE MY DESTINY...!"

YIKES!

THE MAN WHO'S BEEN CALLING HIMSELF BEN REILLY IS NOT HAVING A GOOD WEEK!

HE RECENTLY LEARNED THAT HE'S THE ORIGINAL PETER PARKER--AND NOT A CLONE--AS HE MISTAKENLY BELIEVED FOR THE PAST FIVE YEARS.

THAT'S THE GOOD NEWS. THE ONLY GOOD NEWS.

SPWAK!

SINCE THEN, THE REAL CLONE (THE MAN WHO ERRONEOUSLY THOUGHT HE WAS PETER) HAS ABANDONED HIS PREGNANT WIFE, AND FORMED AN ALLIANCE WITH THE JACKAL...

THE ENTIRE POPULATION OF SPRINGVILLE HAS BEEN WIPED OUT BY AN EXPERIMENTAL VIRUS...

AND NOW, AFTER BATTLING BOTH THE NEW WARRIORS AND THE DEADLY SPIDERCIDE, REILLY (AS THE SCARLET SPIDER) MUST FACE A VAST ARMY OF SPIDER-CLONES!

TOM DeFALCO / WRITER | SAL BUSCEMA / PENCIL BREAKDOWNS | BILL SIENKIEWICZ / FINISHED ART

CLEM ROBINS / LETTERS | JOHN KALISZ / COLORS* | ERIC FEIN / EDITOR

BOB BUDIANSKY - EDITOR-IN-CHIEF

*COMPUTER COLOR SEPARATIONS BY: MALIBU

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

AND TO MAKE MATTERS EVEN WORSE, HIS ONLY ALLY IS HIS FORMER ENEMY--

--THE MYSTERIOUS VIGILANTE KNOWN AS KAINE!

COOL IT, KAINE! THERE'S NO NEED TO BE SO VICIOUS!

THESE SPIDER-CLONES ARE VICTIMS LIKE US! THEY'RE BEING MANIPULATED BY THE JACKAL!

WHY SHOULD YOU CARE IF THEY LIVE OR DIE? THEY'RE ONLY CLONES!

LOSE THE ATTITUDE, MISTER! I'VE GOT NO USE FOR IT! A CLONE HAS THE SAME RIGHT TO LIFE AS YOU OR I!

JUST LOOK WHAT OUR MUTUAL FRIEND PETER PARKER HAS MANAGED TO ACCOMPLISH!

WHETHER THEY'RE INNOCENT PAWNS OR ENTHUSIASTIC CONVERTS, THEY'RE STILL TRYING TO KILL US!

PARKER?! I THOUGHT YOU WERE SUPPOSED TO BE THE REAL PARKER!

TWUDD

DON'T GET TECHNICAL ON ME, PRETTY BOY! YOU SHOULD KNOW WHO I MEAN!

YOU USED TO LOOK UP TO HIM BEFORE HE SIGNED ON WITH THE JACKAL!

SO DID I FOR THAT MATTER!

WHERE IS PARKER? WHAT'S HAPPENED TO HIM?!

I once read that the human mind is like a rubber band...

It can only be stretched so far before it snaps!

My poor husband!

I don't blame him for snapping after all that's happened in the past few months...

After being infected with a deadly virus, he learned I was pregnant...

...Aunt May died...

He was arrested for murder...

...and then, he discovered that he was a clone!

That's when he lashed out at the world... and at me.

He was struggling with Ben Reilly.

When I tried to separate them, Peter backhanded me... and sent me crashing into a wall.

It was an instinctive reaction! I don't think he even realized who was standing behind him when he struck!

I'll never forget the look of horror on his face... when he saw it was me!

But, even though I understand his reasons for running off, I'm not going to quietly sit on the sidelines and wait for him to return...

I've gathered all of these little gizmos he uses to track criminals across the city, and added my special emergency beacon...

By activating them all at once, I'll set off a blast he can't ignore...

Please come back, Peter! Do it for me...

...for our baby...

...But most of all, for yourself!

ARGGH!

The timing couldn't have been WORSE!

I'm twenty stories above the ground, hurtling toward the next web-line, when my brain suddenly kaleidoscopes in agony!

The woman in my arms immediately panics, tightening her arms around my neck in a viselike grip!

Her current name is Gwen Miles! She's a clone like me!

The first Gwen Stacy clone!

The Jackal sent me to retrieve her... but that's the least of my problems now!

Instinctively, I try to slow my descent--

--by spreading my limbs like a sky-diver as I roll forward!

Like a stone skipping over a placid lake, I bounce along the edge of the building--

--using my wall-sticking ability to impede my speed--

--until I come to a final, jarring stop!

WHA--WHAT HAPPENED?!

SOMETHING'S WRONG AT HOME! MY WIFE MUST BE TRYING TO REACH ME!

I CAN SENSE HER PERSONAL SIGNAL MIXED WITH ABOUT A DOZEN OTHER SPIDER-TRACERS!

YOU...YOU'RE MARRIED?!

YEAH, BUT I DON'T KNOW HOW I CAN FACE HER AFTER THE WAY I'VE ACTED!

YOU DON'T HAVE MUCH CHOICE, BUSTER! IF YOUR WOMAN NEEDS YOU...

GO!

GO!

Gwen is right, of course!

It's bad enough that I married Mary Jane under false pretenses.

I'd never forgive myself... if there's even a possibility ...she might come to harm... because I failed to act!

OOOOO, THIS IS SOOOOO EXASPERATING!

IF OUR GUEST IS ANNOYING YOU, JACKAL... I COULD EASILY DESTROY HIM!

DUH! WHY DIDN'T I THINK OF THAT, SPIDERCIDE?

COULD IT BE THAT I STILL NEED TO DETERMINE HOW HE MANAGED TO REMAIN ALIVE... AFTER BEING EXPOSED TO MY RECENTLY IMPROVED CARRION VIRUS?

YOU'RE LOOKING AT THE SOLE SURVIVOR OF OUR LITTLE JAUNT TO SPRINGVILLE, PENNSYLVANIA!*

CUE THE OLD JOHN WILLIAMS MOVIE THEME, AND BREAK OUT A FLOWING RED CAPE!

INSTEAD OF MERELY KILLING HIM, THE VIRUS SEEMS TO HAVE GIVEN THIS BOY THE ABILITY TO INSTINCTIVELY RECODE HIS DNA IN RESPONSE TO ENVIRONMENTAL CONDITIONS!

*SEE SPIDER-MAN: MAXIMUM CLONAGE: ALPHA FOR ALL THE DETAILS. --ERIC

HIS GENETIC STRUCTURE IS AS TWISTED AND CIRCUMVOLVED... AS A VERITABLE HELIX!

WHY ARE YOU SO TROUBLED BY A SINGLE ANOMALY?

ONE MAN IN A TOWN THE SIZE OF SPRINGVILLE COULD CONCEIVABLY TRANSLATE TO HUNDREDS OF THOUSANDS ACROSS THE NATION! I HAVE ZERO TOLERANCE FOR FAILURE!

I'M A SUPER-VILLAIN INTENT ON ERADICATING MANKIND...

NOT SOME SNIVELING CORPORATE EXECUTIVE WHO'S TRYING TO JUSTIFY A BAD QUARTER!

OH, MAA-ANN! I SPENT THE LAST FIVE YEARS ALONE! FOOLISHLY CONVINCED I'M A CLONE! THE ONLY ONE IN EXISTENCE!

BOY! DO I HAVE A GREAT GRASP OF REALITY!

I GUESS THERE ARE WORSE THINGS THAN BEING FORCED TO FIGHT A FEW DOZEN DUPLICATES OF MYSELF!

I COULD BE STUCK AT HOME WITH NOTHING TO DO!

EASY DOES IT, FELLA! WE DON'T WANT TO SKIN YOUR NICE SOFT KNUCKLES ON MY HARD HEAD!

I DON'T GET IT! NONE OF THESE SPIDER-CLONES HAS UTTERED A SINGLE PEEP SINCE THIS FIGHT STARTED! ARE THEY EVEN CAPABLE OF INDEPENDENT THOUGHT--

--OR DID THE JACKAL MERELY PROGRAM THEM TO BE SILENT KILLING MACHINES?!

WAIT! SOMETHING'S HAPPENING TO THE TWO CLONES I JUST DODGED!

KAINE! LOOK! THEY'RE STARTING TO DECOMPOSE--!

THE JACKAL MUST HAVE POPPED THEM OUT OF THE LAB BEFORE THEY WERE FULLY BAKED!

THIS FIGHT IS DEMANDING TOO MUCH ENERGY FROM THEM! THEY'RE STARTING TO BURN OUT!

AT LAST! WE HAVE A SHOT--!

WE CAN DRASTICALLY INCREASE THE *PACE* OF THIS FIGHT--

--AND FORCE THEM TO *JUMP-START* THEIR OWN DEGENERATION PROCESS!

NO, KAINE! *NO*!

THAT'S PRACTICALLY COLD-BLOODED *MURDER*!

THERE MUST BE *ANOTHER* WAY--!

SPLUDD!

STOP IT! *PLEASE*--!

YOU DON'T HAVE TO *FIGHT*! IT ISN'T NECESSARY FOR YOU TO *DIE*!

YOU CAN LIVE *FULL* AND *USEFUL LIVES*...IF YOU'LL ONLY GIVE YOURSELVES THE *CHANCE*!

I gave it my best shot! I just pray Peter takes this chance, and--Wait! Here he comes, but he's with some woman!

Oh, God--!

G-GWEN...

IS IT REALLY YOU?

I...I'M SORRY, MARY JANE.

THE GWEN YOU REMEMBER DIED LONG AGO!

I'M ONLY HER CLONE...

BUT I DO HAVE HER MEMORIES! VERY WONDERFUL MEMORIES OF YOU!

SHE...AND I... HAVE ALWAYS CONSIDERED YOU...OUR VERY BEST FRIEND!

I'VE GOT A HUNCH WE COULD BOTH USE A BEST FRIEND RIGHT NOW!

WELCOME BACK, GWEN!

IT'S SO GOOD TO SEE YOU AFTER ALL THESE YEARS!

I CAN'T TELL YOU HOW HAPPY I AM TO SEE THAT YOU AND PETER FINALLY GOT TOGETHER!

Yes, we finally did get together!

But, after all that's happened, the big question remains...

Will we stay together?!

YOU'RE KILLING YOURSELVES FOR NO REASON!

TAKE CHARGE OF YOUR LIVES!

DON'T LET THE JACKAL EXPLOIT YOU!

YOU'RE ONLY WASTING YOUR BREATH, REILLY... AS WELL AS YOUR COMPASSION!

MERE WORDS WILL NOT STOP THESE THINGS--

--BUT I WILL!

KA-RAK

OH DRAT! I REALLY HATE WHEN COMPANY DROPS IN UNEXPECTEDLY--

--ESPECIALLY WHEN I HAVE A WORLD TO DEPOPULATE!

OH, SPIDERCIDE! WE HAVE COMPANY!

SPIDERCIDE--?!

WHERE ARE YOU GOING, KAINE?

HAVEN'T THOSE CLONES SUFFERED ENOUGH?!

THERE IS NO *LIMIT* ON SUFFERING, MY FRIEND!

AS YOU SHOULD ALREADY KNOW!

WHERE *IS* THAT BOY?

PERHAPS, HE'S OFF DOING SOMETHING *CONSTRUCTIVE*...

LIKE COMING UP WITH A DECENT NAME! I CAN'T BELIEVE HE THOUGHT I WAS SERIOUS WHEN I STARTED CALLING HIM *SPIDERCIDE*!

THAT'S ALMOST AS LAME AS THE *SCARLET SPIDER*!

BESIDES, THESE CREATURES ARE ONLY A *SYMPTOM* OF THE REAL DISEASE!

THAT'S *HIM!* THAT'S THE SPIDER-GUY WE RAN ACROSS IN *SPRINGVILLE!*

THE *DAILY BUGLE* SAYS HE'S THE *SCARLET SPIDER!*

SCARLET SPIDER?! DOESN'T THIS JOKER REALIZE THAT WE ALREADY HAVE A *SPIDER-MAN* IN THIS TOWN?

LIKE WE HAVE TWO *TURBOS?*

YOU'RE *CRUISING,* SPEEDBALL!

JUST KIDDING, DOLL! YOU'RE THE *PRIMARY TURBO* AS FAR AS I'M CONCERNED!

CHILL THE JOKES, PEOPLE! THIS IS NO TIME FOR HUMOR!

OVER TWO THOUSAND PEOPLE WERE *MURDERED* IN SPRINGVILLE--AND THAT MAY BE ONLY THE *BEGINNING!*

I JUST RECEIVED A CALL FROM *WALTER ROSEN* AT *GENETECH!*

THE *KID* WE CAPTURED THE ONE WHO COULD *ADAPT* TO SUDDEN CHANGES IN THE ENVIRONMENT... HE NEVER MADE IT TO *PROJECT PEGASUS!*

SOMEONE *HIJACKED* HIM!

I BELIEVE THAT SAME *SOMEONE* IS THE MASTERMIND BEHIND THE TEAM WHICH *STOLE* THE CONTAGION ISOTOPE FROM GENETECH, AND *DESTROYED* THE TOWN OF SPRINGVILLE!

FINDING HIM IS NOW THE TOP PRIORITY OF *THE NEW WARRIORS!*

WELL, WELL, WHAT HAVE WE HERE?

DON'T TELL ME YOU'VE QUIETLY SLIPPED AWAY FOR A FEW QUICK ROUNDS OF LEISURE SUIT LARRY WHILE KAINE AND REILLY ARE RE-ARRANGING MY LABORATORY--

--TO SAY NOTHING OF MY BRIDGEWORK!

HARDLY!

IF YOU MUST KNOW, I'VE BEEN ORGANIZING AND UPDATING YOUR NOTES ON THE RECENTLY IMPROVED CARRION VIRUS--

--AS WELL AS YOUR FILES ON THIS HELIX CHARACTER!

SCRIER--I'M SURE YOU REMEMBER HIM--ASKED ME TO MODEM A COPY OF THIS DATA!

SCRIER?! YOU'RE BETRAYING ME TO SCRIER?

AFTER ALL I'VE DONE FOR YOU? I TREATED YOU LIKE A SON! I GAVE YOU LOVE...RESPECT... AND A REALLY COOL COSTUME!

OKAY, MAYBE I DID STICK YOU WITH A DORKY NAME, BUT THAT'S NO REASON TO TURN AGAINST ME!

SNAP!

IT'S TIMES LIKE THESE I'M SOOO GLAD YOU CLONES WERE DESIGNED TO DESTRUCT ON COMMAND!

OH, THE PAIN!

THE AGONY!

WHOOPS! SILLY ME! SOMETHING TELLS ME THAT I FORGOT TO MENTION THAT--

SNAK!

KWOOM!

I HATE TO BE THE ONE TO BREAK THIS TO YOU, DADDY DEAREST...

IT'S DYING TIME!

--SCRIER REMOVED MY DEGENERATION FACTOR!

OH, YES...HE ALSO WANTED ME TO TELL YOU THAT YOU'VE BEEN A MAJOR DISAPPOINTMENT TO HIM!

NO--!

KRAAM!

YES!

SAY YES TO LIFE! YES TO FREE WILL!

YOU CAN SAVE YOURSELVES! YOU CAN ABANDON THE JACKAL!

JUST LOOK AT WHAT PETER PARKER HAS ACCOMPLISHED! HE'S A CLONE LIKE YOU! BUT HE HAS A WIFE AND A CHILD ON THE WAY!

HE HAS A REAL LIFE, AND SO CAN--

--YOU?!

OH, GOD!

K-KAINE WAS RIGHT ALL ALONG!

YOU'RE NOT ALIVE! YOU NEVER WERE!

YOU'RE ONLY MINDLESS...FACELESS... KILLING MACHINES!

OH, GOD!

I...

I THINK I'M GOING TO BE...

BLARGG!

THAT'S THE BOY, KAINE!

YOU'VE ALWAYS BEEN DADDY'S FAVORITE!

KILL THIS TRAITOROUS UPSTART!

WHAT'S WRONG WITH ME?

WHY DID I EVEN BOTHER TO INTERFERE?

I DIDN'T HAVE TO SAVE THE JACKAL FROM SPIDERCIDE!

OR...DID I?!

MAYBE I'M JUST ANOTHER OF HIS MINDLESS PAWNS!

MAYBE IT GOES DEEPER...FAR DEEPER!

I WAS HURT AND ENRAGED WHEN HE FIRST CAST ME OUT...BECAUSE I WAS IMPERFECT!

I THOUGHT I DESERVED BETTER!

I STILL DO!

MAYBE I'VE BEEN TRYING TO WIN HIS APPROVAL--OR, AT THE VERY LEAST, HIS ACCEPTANCE --EVER SINCE!

AND MAYBE I'M JUST WASTING MY--:ARRGGH!:

MY BRAIN IS SUDDENLY ON FIRE!

I'M HAVING ANOTHER VISION! A BRIEF GLIMPSE INTO A POSSIBLE FUTURE!

THE TIMING COULDN'T BE WORSE!

I SEE PARKER'S WIFE...MARY JANE ...LYING DEAD...IN A POOL OF HER OWN BLOOD!

WAIT! I SEE SOMETHING MORE...

HER KILLER STANDS IN THE SHADOWS!

HE'S ADVANCING TOWARD HER!

HE'S STEPPING OUT OF THE DARKNESS!

HIS FEATURES ARE SLOWLY BEGINNING TO TAKE SHAPE!

AT LAST! I CAN FINALLY SEE HIS FACE, AND...

NO!

OH, GOD!

NOT HIM!

WHY DID IT HAVE TO BE HIM?!

EXXXCUUUSSSE MEEE!

I BELIEVE WE'RE IN THE MIDDLE OF A FIGHT HERE!

WHERE ARE YOUR MANNERS?

DIDN'T ANYONE EVER TELL YOU IT'S THE HEIGHT OF RUDENESS TO BLANK OUT ON AN ADVERSARY--

ESPECIALLY ONE AS BLOOD-THIRSTY AS ME!

KATWOOD

HEY TO GO, KAINE!

YOU REALLY KNOW HOW TO SHOW A GUY A GOOD TIME!

LET'S DO IT AGAIN!

YOU KILLED HIM, YOU STINKING PSYCHO!

YOU MURDERED KAINE IN COLD BLOOD!

THWAM

DON'T FEEL SO BAD, LITTLE SPIDER-GUY...

THAT'S NOTHING COMPARED TO WHAT I'VE PLANNED FOR YOU!

KWASH!

K-KAINE?!

EASY, SON... DADDY'S HERE!

WHY DID YOU DO IT, KAINE? AFTER THE WAY I'VE TREATED YOU... WHY... WHY SACRIFICE YOURSELF FOR ME?!

YOU GAVE ME LIFE

THAT'S IT?!

PAAA-THETIC!

YOU HIDEOUS WASTE OF CELLULAR MATERIAL--

YOU WERE NEVER ANYTHING MORE TO ME THAN A BEAKER OF BAD CHEMICALS!

HOWEVER, EVEN BAD CHEMICALS...

CAN OCCASIONALLY BE PUT TO GOOD USE!

I NEVER LIKED *KAINE!*

I HATED THE WAY HE *HOUNDED* AND *TORMENTED* ME OVER THE YEARS!

BUT EVEN HE DESERVED *BETTER!*

EVERYONE DESERVES BETTER...BUT *REAL LIFE* HAS A NASTY HABIT OF *SHAFTING* US ALL!

BWOKK

MAYBE SO...BUT THE *KILLING* ENDS HERE!

IT ENDS NOW!

PWA-ZAK

OMGOSH! I NEVER INTENDED TO HIT HIM SO HARD!

I ACCIDENTALLY SENT HIM *CRASHING* INTO SOME KIND OF ELECTRICAL APPARATUS!

WHAT HAVE I *DONE?* I DOUBT EVEN *SPIDERCIDE* COULD SURVIVE A *JOLT* LIKE THAT!

IT'S *SHORTING OUT* THE ENTIRE LABORATORY-- ALONG WITH EVERY *ELECTRICAL SYSTEM* IN THIS COMPLEX!

GRRAAAALL--?!

HRU-

AAK

WHAT THE HECK WAS *THAT*? SOUNDS LIKE SOMEONE'S GOING *BERSERK* IN THE NEXT ROOM!

FEELS LIKE MY ANKLE'S *SPRAINED*...OR *WORSE*!

UNNNN! THIS HUNK OF DEBRIS FELL ACROSS MY LEG!

I...I CAN'T *STAY* LIKE THIS! I'VE GOT TO GET *LOOSE*!

I DON'T KNOW WHAT HAPPENED TO *SPIDERCIDE*!

BUT, EVEN IF HE *DIDN'T* SURVIVE, I STILL HAVE TO DEAL WITH THE *JACKAL*!

THERE! I *DID* IT! I'M *FREE*!

CONGRATULATIONS, DEAR BOY!

I'VE ALWAYS BEEN IMPRESSED BY THE SIGHT OF *GRATUITOUS COURAGE* IN THE FACE OF *OVERWHELMING ADVERSITY*!

I...I DON'T KNOW *WHAT* YOU'RE PLANNING, JACKAL... BUT I'M DETERMINED TO *STOP* YOU!

I WOULDN'T ADVISE IT, BENJAMIN! AS KAINE HAS ALREADY LEARNED TO HIS SORROW...

LIFE IS TOO SHORT!

I HATE TO *MAIM* AND *RUN*, BUT SPIDERCIDE RECENTLY INFORMED ME THAT THERE'S ANOTHER *PLAYER* IN THIS GAME!

--AND I'M BEING FORCED TO MOVE UP THE *DESTRUCTION* OF THE *HUMAN RACE* ON MY TIMETABLE!

NO! I WON'T LET YOU--*UGNN!*

M-MY ANKLE CAN'T *SUPPORT* ME!

POOR BABY! YOU'RE IN A VERY *VULNERABLE* POSITION!

I REALLY WOULD *HATE* TO TAKE ADVANTAGE...

YEAH...*RIGHT!*

I HOPE YOU NOTICED THAT LARGE PILE OF *GOO* IN THE CORNER! THE SAD REMAINS OF SOME *DEGENERATED CLONES!*

SNAP

HOWEVER...A LITTLE *FORESIGHT* COMBINED WITH SOME BRILLIANT *PROGRAMMING* CAN MAKE FOR SOME RATHER INTERESTING *RESULTS!*

WOULDN'T YOU AGREE?!

MAXIMUM CLONAGE CONCLUDES IN SPIDER-MAN OMEGA! BE THERE!

SPIDER-MAN

MAXIMUM CARNAGE

OMEGA

AUG • 1

$4.95 US

$6.75 CAN

MARVEL SPIDER-MAN GROUP

A FACTORY IN BROOKLYN...

...WHERE FIVE YEARS AGO THE SCARLET SPIDER MISTAKENLY BELIEVED HIS LIFE BEGAN AS A CLONE...

...AND WHERE TODAY HE'S AFRAID IT'S ABOUT TO END...

WELL, *BEN*, NOW THAT YOU'VE FOUND OUT THAT YOU'RE THE *REAL* PETER PARKER...

...YOU'RE GOING TO *DIE!*

AND THE HANDS THAT WILL *KILL* YOU ARE WHAT REMAINS OF ALL THE CLONES OF *YOU*--

--EXCEPT FOR PETER AND SPIDERCIDE, OF COURSE.

I LOVE IT!!

I'M OFF TO *KILL* ALL OF YOUR OLD PALS AT THE *DAILY BUGLE.*

TAKING OVER THE MEDIA IS *SUCH* HARD WORK.

HOPE THAT *ANKLE* =HEH HEH= HOLDS UP FOR YOU.

THAT WAY IT WILL TAKE *MUCH* LONGER FOR YOU TO DIE.

YEE*EAAARRGH!*

MAXIMUM CLONAGE- *Conclusion!*

The END of the BEGINNING!

STORY — **TOM LYLE**

BREAKDOWNS — **ROBERT BROWN, ROY BURDINE, MARK BAGLEY & TOM LYLE**

FINISHES — **SAM DeLaROSA, RANDY EMBERLIN, ROY BURDINE, AL MILGROM & SCOTT HANNA**

LETTERS — **ROSEN & CRESPI** *COLORS* — **JOHN KALISZ**

COMPUTER COLOR SEPARATIONS — **MALIBU**

EDITORS — **DANNY FINGEROTH & BOB BUDIANSKY**

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.
WWW.MARVEL.COM

SPIDERCIDE!! HE'S COMING AROUND!

I'M NOT SURE THAT AFTER ALL THE POUNDING MY BODY HAS TAKEN I CAN HANDLE BOTH HIM *AND* THESE CLONE ARMS.

THE CREATURE RISES SLOWLY AND THEN STOPS TO EXAMINE HIS FOE, BEN REILLY-- THE SCARLET SPIDER!

THE REALIZATION THAT THE JACKAL HAS JUST LEFT, THOUGH, IS WHAT GETS SPIDER-CIDE TO MOVE.

THE JACKAL...

...THAT NAME REPEATS OVER AND OVER IN THE CREATURE'S HEAD AS HE FOLLOWS THE JACKAL'S FOOTSTEPS OUT OF THE LAB.

BUT THAT MISSION IS INTERRUPTED...

...BY A FORCE YET TO FULLY REVEAL ITSELF...

WHILE...

OOOOMMPH!

PUNCH CAUGHT ME OFF-GUARD.

AT LEAST *SPIDERCIDE* DECIDED TO LEAVE, BUT I DIDN'T THINK THAT HE COULD JUST *ZAP AWAY* LIKE...

HEY!!

MAN! THIS BLASTED HURT *ANKLE* IS GETTING IN THE WAY OF BEING ABLE TO FIGHT BACK HERE.

THAT AND THE FACT THAT THESE ARMS ARE *LIVING TISSUE.*

WHOOOMPH

I CAN'T *KILL* THEM. I JUST CAN'T.

EVEN IF THAT *DOES* SOUND LIKE A GOOD IDEA.

THWIIP

MAYBE *THIS* PLAN WILL WORK INSTEAD.

UNNGH! MY *ANKLE!*

IT HAD *BETTER* WORK.

EVERYONE AT THE *BUGLE*...

...THE HUMAN RACE...

...THEY'RE *ALL* IN DANGER FROM THE *JACKAL'S* PLAN TO WIPE THEM ALL OUT WITH THE *CARRION VIRUS*...

...AND REPLACE THEM ALL WITH A WORLD OF *CLONES* THAT *JACKAL* WOULD RULE OVER.

A NIGHTMARE.

A NIGHTMARE OF A WORLD OF ONLY CLONES.

ALL OF HIS FRIENDS... DEAD.

THE JACKAL RULING OVER ALL THAT REMAINS.

NO!

FIGHT THE PAIN!

IT'S NOTHING.

NOT WITH THE LIVES OF EVERY-ONE HE KNOWS AT STAKE.

I WON'T LET HIM WIN!

I WON'T LET HIM.

NOT THE JACKAL.

FWAASH

NOT...THE JACKAL.

WITH THE TASTE OF FREEDOM AND TRIUMPH RUSHING INTO HIS LUNGS WITH EACH BREATH...

...THE SCARLET SPIDER WATCHES THE PROTOPLASMIC ARMS OF THE DETERIORATING SPIDER CLONES FLAILING AIMLESSLY IN THE EMPTY AIR.

AND, A SHORT TIME LATER...

CAN'T WASTE ANY MORE TIME ON THIS *WEB BANDAGE* FOR MY SPRAINED ANKLE.

THE JACKAL'S OUT THERE WITH A *VIRUS-BOMB* THAT HE'S GOING TO USE TO KILL EVERYONE AT THE BUGLE.

I'M THE ONLY ONE WHO KNOWS ABOUT HIS PLAN.

SO...

...I'M THE ONE WHO'S GOT TO *STOP* HIM.

THE PARKER RESIDENCE...

I WON'T GIVE UP ON PETER. I *WON'T.* HE'S JUST AS HUMAN AS ANYONE ELSE.

PETER...

I USED THE TRACER YOU GAVE ME TO GET YOU HERE, BECAUSE *THIS* IS WHERE YOU BELONG ...YOUR *HOME*...

...WITH ME AND OUR UNBORN CHILD.

I...I DON'T KNOW, *MARY JANE*...

...I'M NOT GOOD ENOUGH FOR YOU... I...

WHY ARE YOU *HESITATING?*

YOU'RE DIFFERENT... LIKE *ME!* WE DON'T BELONG HERE.

YOU AND I SHOULD STICK TOGETHER ON THIS, THE *JACKAL*... *HE'S* ALL WE'VE GOT.

PETER...NO, THAT'S NOT TRUE. DON'T LISTEN TO *GWEN.*

YOU'VE GOT *ME.*

JUST REMEMBER, WE'RE THE SAME... YOU AND I. *SHE'S* NOT LIKE US.

SHE'S NOT A *CLONE.*

YOU'RE RIGHT.

I AM *DIFFERENT.*

I DON'T DESERVE YOU... OR THE BABY.

PETER... WAIT!

PETER'S NOT HERE.

ARE YOU GOING BACK TO THE *JACKAL*?

I'M GOING, TOO!

HE WANTS TO SAY "NO" TO GWEN STACY...

...BUT, LIKE HIMSELF, SHE IS A CLONE AS WELL...

...AND HE KNOWS THEY BOTH DESERVE THE CHANCE TO RETURN TO THEIR CREATOR--

--THE JACKAL!

WHY CAN'T I GET HIM TO REALIZE THAT HE'S JUST AS *HUMAN* AS ANYONE ELSE IN THE WORLD?

PETER... I WANT YOU BACK, BUT, FOR THE LIFE OF ME, SOMETIMES I DON'T KNOW WHY.

I *LOVE* YOU, THAT'S WHY.

...AND, AGAIN, I HAVE TO SAY THAT THIS IS A GREAT TOWN TO LIVE IN. I'LL HAVE MORE ON THAT TOMORROW.

BLASTED TV--!

BUT IT'S ALL THE COMPANY I'VE *GOT* RIGHT NOW...!

"AT LEAST, THAT'S MY PLAN.

2NEWS

"I CAN ENVISION IT ALL NOW--

"--SQUADRONS OF MY LITTLE JACKS MARCHING INTO TV STUDIOS, NEWSROOMS--

"--SETTING UP CLONING PODS...

"...COLLECTING GENETIC MATERIAL...

"...AND USING THE CARRION VIRUS TO *MURDER* EVERY NEWSCASTER, REPORTER AND WEATHER FORECASTER IN THE TRI-STATE AREA!

"AND ONCE I REPLACE THEM WITH *CLONES*, I CAN GUARANTEE THAT THE PUBLIC WILL NOT HEAR ANY NEWS THEY MIGHT FIND DISTURBING...

"...SUCH AS THE EPIDEMIC OF *DEATH* SWEEPING OVER THEM COURTESY OF THE VIRUS.

"AND WHAT BETTER PLACE TO BEGIN THAN HERE AT THIS BASTION OF FREE SPEECH--"

DAILY BUGLE

--THE DAILY BUGLE!

UH, BOSS... THE VIRUS BOMB IS READY.

IT'S ALL HOOKED UP TO THE BUILDING'S VENTILATION SYSTEM. ALL THAT'S LEFT IS TO SET THE TIMER.

GIVE ME PLENTY OF TIME, JACK...

"...SO I CAN BE FAR AWAY FROM HERE WHEN THE BODIES START FALLING. DEATH CAN BE SO...DISTASTEFUL."

HOW WONDERFULLY IRONIC TO HAVE THESE LITTLE CLONES HELPING ME TO *KILL* EVERYONE AT THE DAILY BUGLE. LITTLE CLONES THAT ARE FROM THE DNA OF *PETER PARKER!!*

THE DRATTED VIRUS IS STILL *UNPERFECTED*, THOUGH, THANKS TO HAVING TO HURRY MY PLAN ALONG BECAUSE OF... HUH?

...SCRIER!?!

STOP WHAT YOU ARE DOING.

AFTER HELPING TO GET ME STARTED, NOW YOU WANT ME TO *STOP*?!

OR IS THIS AN IDEA OF THAT CLOWN *TRAVELLER*?

THAT IS NONE OF YOUR CONCERN.

NO MATTER.

I'M *READY* FOR YOU ANYWAY.

FWAASH

THAT GUN IS A NUISANCE.

AS ARE *YOU*.

THE DESTRUCTION OF THE HUMAN RACE CANNOT BE ALLOWED.

BUT *YOURS* IS A *NECESSITY*.

MY GUN...IT'S *GONE!*

SPIDERCIDE!! YOU'RE WORKING FOR SCRIER?!

BUT SON... DON'T YOU RECOGNIZE YOUR DADDY?

UHH, GUESS *NOT*.

THIS IS STRANGE, GWEN...

NO ONE SEEMS TO BE HERE... AND I WANTED TO MEET PROFESSOR WARREN.

THE LAB IS ALL TORN UP AND THAT PILE OF OOZE BEHIND YOU APPEARS TO BE ALL THAT'S *LEFT* OF THE FACELESS CLONES OF ME.

I'VE SEEN THE RESULTS OF *CLONE DEGENERATION* BEFORE.

WHICH MAKES ME WONDER... WHY DO I TRUST THE JACKAL *AT ALL*?

PETER, WE'VE *GOT* TO FIND HIM. I'VE JUST GOT TO *SEE* HIM.

LET'S SEE IF PROFESSOR WARREN IS IN HIS PRIVATE ROOM OVER HERE. I'VE NEVER BEEN INSIDE IT.

NO ONE'S HERE, EITHER.

MY SPIDER-SENSE...

YOU'VE MADE A BIG MISTAKE BREAKING IN HERE!

A JACKAL *HOLO-GRAM--?!*

SEEMS LIKE WE'VE TRIGGERED AN *AUTOMATIC SECURITY SYSTEM!*

GWEN... GET OUT OF HERE!!

SHE'S SAFE. NOW TO DEAL WITH...

Y!!!PES!!

AIN'T POSSIBLE TO STOP THE JACKAL!

MY PLAN IS TOO BIG, DON'TCHA KNOW... A PLAN FOR A WORLD OF...

THERE *HAS* TO BE SOME WAY TO CUT THIS SECURITY SYSTEM OFF.

SPIDER-SENSE TELLS ME THE CONTROL CONSOLE IS...

...HERE!!

K-K-WH

AAMM!

NO! THAT WOULD BE GIVING AWAY TOO MU-U-C-C-HHH...

GWEN!! YOU'RE OKAY?

YES. I'M FINE.

SO, THE JACKAL'S *REALLY* NOT HERE?

GUESS NOT. WITH A LITTLE LUCK, I CAN HACK INTO THIS SYSTEM AND FIND OUT WHAT THE JACKAL'S REAL AGENDA *IS*.

SEEMS LIKE IT'S A PRIVATE COMPUTER FOR THE JACK-- OH, MY GOD!!

"WE'VE GOT TO GET TO THE DAILY BUGLE-- *FAST!!!*"

MEANWHILE, ABOVE THE STREETS OF MANHATTAN...

THIS ANKLE IS *DEFINITELY* SLOWING ME DOWN.

I'M RUNNING LOW ON *WEB FLUID*, TOO. WHAT WITH SWINGING ALL OVER CREATION LIKE I'VE HAD TO DO, I'M SURPRISED IT'S LASTED *THIS* LONG.

DAIL

FINALLY! I MADE IT HERE.

NOW TO GET INSIDE AND GET EVERYONE OUT...

...EVEN JOLLY JONAH."

THIS IS WRITING? I COULD GET BETTER COPY FROM A TRAINED... HUH?

YOU!!

JONAH, I...

KEN ELLIS IS IN THE CITY ROOM, *NOT* MY OFFICE.

I'M NOT LOOKING FOR *PUBLICITY*. I'M HERE TO *EVACUATE*...

EVACUATE?!? DON'T THREATEN ME, BOY, I'M TIRED OF--

C'MON, SPIDERSLIME. YOU CAN DO BETTER THAN THIS!

YOU WERE SAYING, MR. JAMESON?

GET OUT OF HERE AND LET ME DO MY JOB.

AND...GET THIS BUILDING EVACUATED, NOW!!

YOU!!

I'LL KILL YOU AND THE JACKAL.

BACK AT THE PARKER'S BROWNSTONE...

I'M SO TIRED OF FEELING *POWERLESS*... LIKE THERE'S *NOTHING* I CAN DO.

I WANT A LIFE WITH PETER. *HE'S* THE MAN I LOVE.

WHAT CAN I *DO* TO WIN HIM BACK FROM THE JACKAL?! ...WHAT?!?

WE INTERRUPT OUR NORMAL PROGRAMMING FOR THIS SPECIAL REPORT.

THE SCARLET SPIDER APPEARS TO BE AT THE CENTER OF A FIGHT OF *FANTASTIC* PROPORTIONS TAKING PLACE AT THE DAILY BUGLE. SCARLET IS HAVING SOME DIFFICULTY IN HIS VALIANT ATTEMPTS TO PROTECT THE BUGLE EMPLOYEES AS THEY FLEE THE BUILDING.

"OUR ON-THE-SPOT REPORTER, CINDY DAWN, HAS THIS LIVE REPORT FROM THE FIGHT SCENE ITSELF."

BEN!! DOING WHAT HE WAS BORN TO DO. MAYBE I CAN GET HIM TO HELP ME FIGURE OUT A WAY TO WIN *PETER* BACK... GET HIM TO REALIZE WHAT HE HAS TO LIVE FOR!

"THANKS, RACHEL. WELL, THE FIGHT IS MOSTLY INDOORS AND OUT OF OUR VISION, BUT MOMENTS AGO, THE SCARLET SPIDER WAS BATTLING A HUGE CREATURE OUTSIDE A GAPING HOLE IN THE SIDE OF THE BUGLE BUILDING.

"SCARLET SEEMED TO BE HAVING TROUBLE. IT LOOKED AS IF HE MIGHT BE OUT OF WEBBING. WE'LL LET YOU KNOW MORE AS IT OCCURS."

PETER'S SECRET SPIDER ROOM HAS SOME EXTRA WEB CARTRIDGES.

WELL, HERE'S WHERE I CAN ACTUALLY *CONTRIBUTE* FOR A CHANGE.

NO MORE *HELPLESS BYSTANDER*, MARY JANE.

SO, SCARLET... OR SHOULD I SAY SPIDER-MAN? NO, *BEN* IS FINE.

YOU MUST BE FULL OF QUESTIONS ABOUT HOW THINGS GOT TO THIS POINT, SO GO AHEAD, *ASK AWAY*. NOW IS THE *PERFECT* TIME.

WHY SHOULD I BELIEVE *ANYTHING* THAT *YOU* TELL ME?

I DON'T THINK YOU KNOW *HOW* TO *TELL THE TRUTH*.

AHHH... WHAT'S THE MATTER? CAN'T FIGHT *AND* BANTER ANYMORE?

WHOOMP

AAH, THAT *HURTS*!! YOU KNOW I TREAT YOU JUST LIKE YOU WERE *HATED* AND *SHOULD DIE*.

HMMM. GUESS *THAT'S* YOUR POINT.

MY ONLY... *POINT*... RIGHT NOW, IS STOPPING YOU *AND* SPIDERCIDE...

...BEFORE ANY MORE... INNOCENT PEOPLE ARE KILLED!

THINK YOU'LL HELP *THESE* PEOPLE AS MUCH AS YOU HELPED *GWEN STACY*?

SO AFTER ALL THESE YEARS...

...THAT'S WHAT THIS *STILL* IS ALL ABOUT!

THE CLONES, THE VIRUS BOMB--ALL BECAUSE YOU ONCE LOVED GWEN...

...AND WHEN SHE *DIED*, YOU BLAMED *ME*.

WELL, GET THIS THROUGH YOUR THICK, FURRY SKULL-- THE *GREEN GOBLIN* KILLED HER!

I DIDN'T!

I TRIED TO SAVE HER!

THE ONLY DEATHS THAT YOU TWO SHOULD BE CONCERNED WITH ARE... *YOUR OWN!!*

JUST 'CAUSE YOU'RE *SCRIER'S* FLUNKY NOW INSTEAD OF MINE DOESN'T MEAN YOU SCARE *ME* ANY, CIDER-BOY.

ALL THE FIGHTING MUST'VE *WEAKENED* THE CEILING!

THOSE *PEOPLE!!*

THWIIIP

THAT WAS EASY ENOUGH, NOW I--

SPIDER SENSE TINGLING--

UNGHH!!!

NO TIME TO REACT--!

K-WHAAACK!!

THE WEB BANDAGE...

...IT DISSOLVED!!

WHOOOMPH!!

HAS THIS FIGHT BEEN GOING ON *THAT* LONG?!?

OH, MAN, THAT *HURTS!*

THE BOMB... THE PEOPLE HERE AT THE BUGLE. THE ENTIRE *CITY!*

I JUST *FOUND* MYSELF AGAIN. WON'T LET *EVERYONE* DOWN...

...NO MATTER *HOW* MUCH I HURT ALL OVER.

TRAVELLER WANTS YOU *DEAD*, AND WHAT HE WANTS IS *GOOD ENOUGH* FOR ME.

YOU'VE NEVER BEEN ANYTHING BUT A *TOOL*, SPIDERCIDE.

FIRST *ME*... THEN TRAVELLER AND SCRIER...

...IT *NEVER* STOPS *UUMMPPH*!!

IT STOPS WHEN I KILL *YOU*!

THEN WHEN I'M *THROUGH* WITH *YOU*, I MOVE ON TO REILLY...

OOOMPH!

LIKE FATHER, LIKE SON... SOUNDS LIKE THE WAY I STARTED WHEN I KILLED MY FIRST PERSON, *ANTHONY SERBA*. SO LONG AGO...

...AND JUST FOR THE HECK OF IT, I'LL *KILL* A WHOLE *BUNCH* OF THESE DAILY BUGLE EMPLOYEES!!

...BUT IT HELPED *CREATE* THE JACKAL AND EVENTUALLY HELPED RID ME OF THAT MILES WARREN PERSONA. *WHAT A BORE!!!*

HE'S *GOT* TO BE STOPPED!... *UUNNNGH!!*

AARRGH!

BLASTED ANKLE!!

WHAT ARE YOU *DOING*?!?

STOP IT!!

YOU DISSOLVED THE WALL!!

THE OL' SECRET GUN UNDER THE COAT TRICK, 'CIDE-MY-BOY.

AT LEAST THIS WAY YOU *DIE*... AND I'LL HAVE COMPLETED MY JOB FOR SCRIER.

MAYBE...

JACKAL!

SPIDERCIDE!

GET OFF YOUR BUTT AND *DO* SOMETHING, REILLY!

YOU CAN'T JUST LET THEM DIE.

THWIP! THWIP!

BRACE YOURSELF, REILLY. THIS IS GOING TO BE A LOT OF INERTIA TO HALT.

HOPE I CAN DO IT WITH ONLY ONE FOOT TO SUPPORT MYSELF.

AH, BEN, YOU'RE **OOOMFF** SO PREDICTABLE. I WAS COUNTING ON THAT.

YOU CAN'T EVEN LET ME DIE.

HE HAS TO DIE!!

I'LL KILL HIM, YET!

THE JACKAL MUST DIE.

THE JACKAL MUST DI-I-EEEEE!

WHY DID YOU CUT MY WEBLINE?

I GUESS YOU THOUGHT YOU COULD GET TO THE JACKAL.

SHTIKKKK!

NO!!

"I'M SORRY... YOU THOUGHT WRONG!!"

DON'T TRY *ANYTHING* FUNNY, PROFESSOR.

OH, I *WON'T*. YOU'VE BEATEN *ME*, BEN. BUT POOR SPIDERCIDE...

...HE WAS *SO* DISAPPOINTED TO FIND OUT THAT ALL THE MEMORIES HE HAD OF BEING MARRIED TO MARY JANE AND SO FORTH WERE JUST *IMPLANTED*...BY ME.

I'D SAY HE WAS *FLATTENED* BY THAT NEWS, WOULDN'T YOU?

YOU'RE A LAUGH RIOT, JACKAL, I THINK...

NO! I THINK THAT YOU MUST STILL *DIE*.

MY SPIDER SENSE TIPPED ME OFF BEFORE HE EVEN DREW THE GUN.

BUT I NEED THIS OPPORTUNITY TO GET HIM TO ANSWER ONE QUESTION--

--HOW DID HE GET ME TO BELIEVE I WAS A CLONE FOR ALL THESE YEARS?

I'LL APPEAL TO HIS EGO. HE ALWAYS LIKES TO *BRAG*...

I *SAVE* YOUR LIFE AND YOU *THANK ME* BY WANTING TO KILL ME.

GREAT!!

NO WONDER I THOUGHT THAT I WAS THE CLONE SO EASILY.

OH, THAT?!?

WHEN I TOOK THE *CELL SAMPLES* FROM YOU THAT I USED TO CREATE YOUR *CLONES*, I IMPLANTED THAT THOUGHT IN YOUR HEAD WHILE I WAS THERE.

IT WAS ALL SO *EASY*... AND SO MUCH *FUN*, TOO.

WELL, ENOUGH CHIT-CHAT...I'VE GOT TO GO...

WHICH MEANS YOU HAVE TO DI-I-E-OOWW!!

WHAAAP

IT'S HIM!

NO ONE ELSE IS GOING TO DIE TODAY!!

I *FOUND OUT* ABOUT YOUR PLANS FOR TAKING OVER THE MEDIA BY *RE-PLACING* THEM ALL WITH CLONES.

I *CAN'T* UNDERSTAND WHY I BELIEVED YOU WHEN YOU SAID THAT YOU *WEREN'T* DOING ANYTHING THAT INVOLVED *KILLING*.

OH...YOU BOYS ARE JUST *SO* GULLIBLE. YOU WANTED TO BELIEVE, *THAT'S* WHY YOU-U...

YOU GAVE US LIFE AS *DEFECTIVE CLONES!!* THAT'S WHY I'M A WIDOW...

...AND IT'S ALL *YOUR* FAULT.

YOU DESERVE TO DIE...AND *I'M* THE ONE WHO'S GOING TO *DO* IT!!

BUT GWEN SAID SHE JUST WANTED TO *MEET* WARREN--!

ALL RIGHT!! I'VE HAD *ENOUGH* OF BEING USED!

THIS PARTY'S ENDING...*NOW*!!!

BESIDES, GWEN IS IN DANGER IF I *DON'T* MOVE IN.

SPIDEY... GET THE FIGHT *OUT* OF THE BUILDING SO THAT NO ONE ELSE IS HURT.

I'M GOING *BACK* TO THE ROOF TO DEAL WITH THE *VIRUS BOMB* UP THERE.

GOOD LUCK.

AHH...*THAT'S* MORE LIKE IT, PETER.

GOOD LUCK?!?

YOU'RE DEFINITELY GOING TO NEED IT TO SURVIVE *ME*!!

MEANWHILE...

WISH I HAD TIME TO REPLACE THE ***WEB BANDAGE*** ON MY ANKLE-- BUT I DON'T KNOW HOW LONG I HAVE BEFORE THIS BOMB GOES OFF!

TEN MINUTES!?! NO *WONDER* THIS THING IS MAKING MY SPIDER-SENSE TINGLE EVEN *MORE* THAN BEFORE.

COME *ON*, BEN. YOU CAN DO THIS. YOU *HAVE* TO. TOO MANY PEOPLE'S LIVES ARE AT STAKE HERE!

SUDDENLY...

YOU'VE INTERFERED WITH MY PLANS FOR THE *LAST* TIME, PETER.

THIS IS *NOT* GOING WELL.

NO!

THIS IS GOING TO BE *HARD ENOUGH* WITHOUT *THEM* UP HERE.

KER-RAASH

OUCH!!

HEY!?!

GUESS, YOU'RE COUNTING ON ME *SAVING* MYSELF, BEN.

--DER?!?

FORGET ABOUT *ME*-- THE *ORIGINAL* GUY, JACKAL?

MAYBE IF I'D DONE THINGS A LITTLE DIFFERENTLY... PERHAPS WE MIGHT BE WORKING *TOGETHER* AS FATHER AND SON!

ALAS, POOR PETER... IT WAS *NOT* MEANT TO BE!

GOODBYE, SON. *OFF* YOU GO, INTO THE WILD BLUE YON--

SPEAKING OF FORGETTING...

I SEE THAT PETER'S *SAFE*, SO...

KA-WHAACK

I'VE HAD JUST ABOUT ENOUGH OF YOU, *JACKAL*.

NEED SOME *HELP*?

JUST *WEBBING UP* THE JACKAL, BUT... *DARN!*

OUT OF WEBBING!!

HERE... LET *ME* HAVE THE PLEASURE OF FINISHING!!

LOOKING *GOOD*!!

WHY NOT WEB UP HIS *MOUTH*, TOO?

BEN, YOU *WOUND* ME.

DON'T YOU WANT TO HEAR WHY I LET THE *HIGH EVOLUTIONARY* BELIEVE THAT PETER AND GWEN WERE "*GENETIC CONSTRUCTS*" AND NOT *CLONES*?

I DON'T KNOW WHAT YOU'RE TALKING ABOUT, BUT THIS *GAME* OF YOURS IS GETTING *OLD*.

I WON'T LET YOU *DISTRACT* US FROM DEALING WITH YOUR BOMB.

USING THEIR COMBINED SCIENTIFIC KNOWLEDGE, THE TWO SPIDER-MEN TRY DESPERATELY TO FIGURE OUT HOW TO DISARM THE VIRUS BOMB. UNTIL...

THE LITTLE *JACKS!!* THEY'RE BACK.

LOOK, BEN...

"...*YOU* HANDLE THEM. SINCE I'M A CLONE, THE VIRUS CAN'T KILL ME.

"BUT IT *CAN* KILL YOU."

SUCH *FAITH-FUL* LITTLE COMPANIONS YOU ARE.

I'LL HANDLE THE BOMB.

I'D *ARGUE* WITH YOU OVER THAT LOGIC, BUT...

...WE DON'T HAVE THE *TYME* FOR IT.

I'LL BE *BACK*, THOUGH.

AT LEAST I *STILL* HAVE SOME IMPACT WEBBING.

USE YOUR *SPIDER-SENSE.*

THAT'LL HELP YOU FIND THE *RIGHT* AREAS SO YOU CAN *DISARM* THIS BOMB.

SORRY, KIDS. I DON'T HAVE TIME TO STAY AND CHAT, SO IT'S IMPACT WEBBING TIME!

IS IT *THIS* BUTTON?

BUT I'M RUNNING OUT OF *TIME*-- IT HAD BETTER FEEL *RIGHT* SOON!!

5.08

NO. THAT DOESN'T *FEEL* RIGHT.

OUT OF IMPACT WEBBING NOW, TOO.

AT LEAST I HAD ENOUGH LEFT TO WEB UP THE JACKAL *AND* THE LITTLE JACKS.

NOW, BACK TO THIS *BOMB* THINGAMAJIG.

I SAID *I'D* TAKE CARE OF THIS.

CAREFUL OF THAT ANKLE.

KEEP *FORGETTING* ABOUT IT AND BOUNDING AROUND LIKE NORMAL.

PETER--*YOU'RE* THE ONE WITH THE EXPECTANT WIFE. AND *YOU'RE* HERE WORKING ON THIS THING. CAN I DO ANY *LESS*?

I SAY...LET'S DO THIS *TOGETHER*. BESIDES--

--*TWO* HEADS ARE BETTER THAN ONE.

YEAH, I *GUESS* SO.

EVEN IF THEY ARE BASICALLY THE SAME HEAD, HUH?

IT'S A PRODUCT OF THE JACKAL'S MIND, SO THEY KNOW IT'S BOOBY-TRAPPED...

BEN CONCENTRATES ON THE HOSES DELIVERING THE DEADLY VIRUS INTO THE VENTILATION SYSTEM.

PETER SEARCHES IN THE CORE FOR THE VIRUS ITSELF.

THEY BOTH KNOW THEY'RE RUNNING OUT OF TIME.

I FIGURED OUT THE BOOBY-TRAPS.

SPIDER SENSE TELLS ME IT'S THE HOSES IN MY LEFT HAND THAT I HAVE TO PULL.

O-KAY!! I GOT THE TIMER AND VENT HOSES ALL IN ONE SHOT.

GOOD. I THINK I'VE GOT THE VIAL WITH THE CARRION-VIRUS, TOO.

YEP.

REMIND ME AGAIN WHY I DO THIS?!?

NEITHER COULD I.

THANKS FOR YOUR HELP. I COULDN'T HAVE DONE IT ALONE.

AT LEAST THINGS HAVE CALMED DOWN A LIT--

GWEN!?!

WHAT ARE YOU DOING?

WHY DO YOU WANT TO *KILL* ME? WHY DON'T YOU *LOVE* ME?!?

I'M THE REAL MILES WARREN... AT LEAST, I *WAS*... AND SINCE YOU WERE MARRIED TO MY CLONE...

...I THOUGHT YOU'D LOVE *ME*, TOO.

JACKAL DROPPED THIS GUN IN THE CITY ROOM EARLIER... AND *NOW* I'M GOING TO USE IT TO *KILL* HIM!! *THAT'S* WHAT I'M DOING.

I SEE THAT HE'S BROKEN FREE OF YOUR WEBBING ANYWAY.

WHICH MEANS I'M JUST IN TIME TO AVENGE MY HUSBAND'S DEATH--STOP THE MURDERS AND LIES--

I LOVED THE *MAN* YOU WERE...

NOT THE *MONSTER* YOU'VE BECOME.

THIS MAY BE AN *ARTIFICIAL* LIFE I'M LIVING...

...BUT IT'S THE ONLY LIFE I HAVE.

AND YOU'VE *RUINED* IT, JACKAL!!

NOW YOU'RE GOING TO PAY!

GWEN, STOP!

YOU DON'T HAVE TO DO THIS!

GET BACK SPIDERS!!

IF YOU MOVE ANY CLOSER--

YOU'LL WHAT? KILL THEM, TOO? HA-HA!

AND HERE I THOUGHT I'D FAILED WHEN I MADE YOU!

I SHOULD LEARN NEVER TO UNDERESTIMATE MYSELF!

I WAS SO ANGRY TO FIND OUT THAT I WASN'T THE ORIGINAL PETER, IT EVEN BLINDED ME ENOUGH TO SIDE WITH THE JACKAL--FOR A WHILE.

IT'S BEEN A TOUGH ROAD BACK, BUT I REALIZE NOW THAT I'M JUST AS 'REAL' AND 'HUMAN' AS ANYONE OUT THERE. THE SAME IS TRUE OF YOU, GWEN.

GWEN--DON'T!

DON'T BECOME A KILLER LIKE HIM!

STAY OUT OF THIS, BEN. YOU'RE A REAL HUMAN.

THIS IS A CLONE MATTER.

I THOUGHT THAT, TOO.

SUDDENLY--

UH-OHH...

MARY JANE!!

I'LL TAKE THAT!

NO!!

HELP! I'M GOING TO FALL-L-L...

GRAB MY HAND!

I CAN'T!!

THEY'RE ALL THINKING, "IT'S HAPPENING AGAIN!"

JUST LIKE WHEN THE ORIGINAL GWEN PLUNGED TO HER DEATH OFF THE GEORGE WASHINGTON BRIDGE.

THIS TIME IT HAPPENS SO QUICKLY THAT, DESPITE EVERYONE'S EFFORTS TO SAVE HER, IT'S AS IF THEY WERE MOVING THROUGH MOLASSES.

FINALLY...

I'LL SHOOT A WEBLINE OUT AND THEN...

...OUT OF WEBBING!?! I FORGOT!

HERE... SCARLET.

I BROUGHT THESE FOR YOU!!

OUT OF MY WAY!! I'LL--*UNNGH!*

SPIDER-MAN FAILED THE FIRST TIME!

WHAP

I WON'T LET IT HAPPEN AGAIN!!

I'LL SAVE HER!

GWEN, DEAR... GIVE ME YOUR HAND.

NO! STAY BACK!

IT WON'T HOLD **YOUR** WEIGHT, TOO.

NO-O-O-O

STILL **GROGGY** FROM THAT PUNCH OF THE JACKAL'S...

I **MISSED** HIM!!

I'VE GOT GWEN!

OH-H-- **DON'T** LET ME FALL!!

I DID IT FOR **YOU,** GWEN!

ALL FOR **YOU!**

SO WHEN THE DREAM ENDS...

THE **NIGHTMARE** BEGINS!

BUT EVEN AS THE JACKAL PLUMMETS TOWARD THE STREET BELOW...

*...HIS **CRAZED RANTINGS** ECHO THROUGH THE AIR FOR ONE **FINAL** TIME...*

I **TRIED** TO SAVE HIM. I REALLY DID.

*MARY JANE PARKER CAN'T LOOK DESPITE HER RELIEF THAT **THEIR** NIGHTMARE IS OVER.*

*BUT PETER--**SPIDER-MAN**--LOOKS AND, AS HE HEARS THE JACKAL'S LAST WORDS, A DEEP, DISTURBING CHILL RACES UP HIS SPINE.*

"I ALMOST BELIEVE THAT HE *WANTED* TO DIE."

SCARLET... PETER...

WHATEVER-- THANK YOU.

I COULDN'T LET ANYTHING HAPPEN TO YOU... NOT AGAIN. WELL, NOT *YOU* EXACTLY, BUT...

I THINK I UNDERSTAND.

I'M GLAD HE'S DEAD. I WON'T SHED ANY TEARS OVER HIS DEATH, BUT I REALIZED RIGHT BEFORE MARY JANE BURST OUT ON THE ROOF...

...I COULDN'T HAVE *KILLED* THE JACKAL AFTER ALL.

I'M *GLAD* YOU REALIZED THAT.

I *GUESS* WE CAN ALL BREATHE A SIGH OF RELIEF NOW THAT IT'S *ALL* OVER.

WHAT?!?

A MOMENT OF EMOTIONAL RELIEF--CUT SHORT BY...

CLICK

WHAT WAS THAT?!

IF YOUR SPIDER-SENSE IS BLARING INSIDE YOUR HEAD LIKE MINE IS...

I'D SAY THE BOMB JUST *REACTIVATED* ITSELF! MUST'VE HAD A BUILT-IN BACK-UP SYSTEM IN CASE SOMEONE SHUT IT OFF!

AT LEAST I REMOVED THE *VIRUS* FROM IT!

YEAH, BUT IT'LL STILL DO A LOT OF DAMAGE IF IT EXPLODES!

I'LL TAKE CARE OF IT. AFTER ALL...

...YOU'RE THE ONE WITH A WIFE... NOT *ME.*

HE DOESN'T EVEN *HESITATE.* HE KNOWS WHAT NEEDS TO BE DONE.

HE JUST HOPES HE'S *FAST* ENOUGH.

WITH SO MUCH ON THE LINE, HE DOESN'T EVEN FEEL THE PAIN IN HIS ANKLE ANYMORE.

IN FACT... HE MOVES WITH SUCH ASSURED-NESS THAT ONE WOULD NEVER EVEN KNOW WHAT HE'S UP AGAINST.

BUT, THEN, WHAT WOULD ONE EXPECT FROM THE TRUE, ORIGINAL SPIDER-MAN?

MADE IT!

NOW LET'S SEE HOW FAR I CAN THROW THIS BOMB OUT THERE INTO THE RIVER.

TEN SECONDS!?!

FIVE SECONDS LEFT. FIVE YEARS LOST.

HE TRIES TO USE WHAT RAGE IS LEFT IN HIM FOR THOSE FIVE LOST YEARS...

...TO MAKE THE GREATEST TOSS OF HIS LIFE.!!

NOW.!!

IS HE GOING TO MAKE IT?

I DON'T KNOW. CAN'T SE-E-E...

AS SOON AS I GIVE THIS VIRUS VIAL TO SOMEONE I CAN TRUST, I'LL GO FIND HIM. *WHEREVER* HE IS.

I DON'T THINK BEN MADE IT, BUT I...

DON'T THINK I *MADE IT*.?!?

BEN...

O, YE OF LITTLE FAITH.

SCARLET.!!

THANK *GOODNESS.*

AH, CUT IT OUT. THERE'S MORE TO BE DECI--

WELL, I'D LIKE TO OFFER MY HAND TO... THE *BEST* SPIDER-MAN.

HEY! *SPIDERS.!!*

WE'VE GOT THIS BLOB OF WHATEVER...

CALL HIM SPIDERCIDE.

OKAY, *SPIDERCIDE* IS IN THIS STASIS CHAMBER UNTIL WE FIGURE OUT WHAT HE IS AND WHETHER HE'S A THREAT ANYMORE.

HE LOOKS PRETTY *DEAD*, BUT WITH THIS KINDA STUFF YOU *NEVER* KNOW.

WHAT ABOUT THE *JACKAL*?

OH, HE'S ***VERY*** DEAD. NO DOUBT ABOUT THAT ONE.

WELL, THEN, ON TO THIS ***VIAL*** WHICH HAS THE ***KILLER VIRUS*** IN IT THAT THE JACKAL WAS USING. HANDLE IT WITH CARE AND DISPOSE OF IT PROPERLY.

UH... THANKS.

IT WAS BAD ENOUGH HAVING ***ONE*** SPIDER-MENACE TO WREAK HAVOK IN THIS CITY...

JO-NAH!

NOW WE'VE GOT ***TWO*** OF THESE TIME BOMBS SWINGING AROUND THE CITY AND CAUSING ***WHO KNOWS WHAT*** KIND OF DAMAGE JUST BY BEING HERE!

HA! IT NEVER STOPS...

NO. IT DOESN'T.

I SAVED HIS LIFE--AND ***THIS*** IS WHAT I GET?!?

"PEOPLE'S LIVES HAVE CHANGED ***FOREVER*** TODAY, ALL HE CAN DO IS ***GRIPE!***"

I HAVE TO GET AWAY FROM HERE. ALL I CAN THINK ABOUT IS WHAT ***MIGHT*** HAVE BEEN.

AND THAT'S ***NOT*** THE KIND OF THINKING I NEED TO BE DOING.

WHERE COULD SHE HAVE DISAPPEARED TO ***SO QUICKLY?***

GWEN!

I JUST NOTICED GWEN IS ***GONE!***

DON'T WORRY ABOUT ***HER*** RIGHT NOW. YOU HAVE SOMEONE ELSE WHO NEEDS YOU ***MORE.***

YEAH. ***I*** KNOW.

I'M SO SORRY FOR HOW I'VE ACTED LATELY.

I'M SORRY FOR HOW I *HURT* YOU BACK AT SEWARD'S LAB. THERE'S NO EXCUSE FOR THAT.

I LOST CONTROL AND LASHED OUT AT THE ONE PERSON I MOST CARE ABOUT IN THE WORLD.

PETER...

...YOU'D JUST LEARNED YOU WERE A *CLONE*. YOU WERE SO UPSET...

...YOU DIDN'T EVEN REALIZE I WAS THERE TILL *AFTER* YOU STRUCK ME. YOU ACTED LIKE YOU DID BECAUSE YOU WERE PUSHED OVER THE EDGE OF INSANITY!

BUT YOU'RE BACK NOW. AND YOU'RE NOT GOING ANYWHERE. AND YOU'RE GOING TO MAKE A GREAT DADDY.

YOU CAN BET ON IT.

I LOVE YOU, PETER.

THAT'S THE KIND OF TALK I LIKE TO HEAR, LADY.

I LOVE YOU, TOO.

DON'T YOU *EVER* DOUBT THAT FOR ONE MOMENT.

WAIT.

I HAVE TO GO AND SETTLE *ONE* THING WITH BEN BEFORE I CAN RELAX.

THIS IS IT! I HAVE THIS *ONE* BIT OF BUSINESS TO TAKE CARE OF AND THEN IT'S ALL OVER. I *PROMISE!*

I *DO* LOVE YOU, MARY JANE.

HE STILL HAS THE POWER.

LIFE HAS DEALT HIM A NEW RESPONSIBILITY.

HOW WILL HE HANDLE IT? BEING A FATHER?

HE DOESN'T KNOW.

RIGHT NOW HE NEEDS TO SETTLE THINGS WITH BEN REILLY.

SO MUCH HAS HAPPENED. HERE I THOUGHT THAT I HAD STOLEN A BASEBALL GLOVE THAT BELONGED TO PETER PARKER.

A GLOVE THAT UNCLE BEN HAD GIVEN TO PETER AS A CHILD.

BUT *I'M* REALLY PETER PARKER.

I STOLE MY OWN GLOVE.

MY GLOVE!!

I SHOULD BE PETER PARKER.

I SHOULD BE *SPIDER-MAN!!*

I HAVE TO BE *PETER* AGAIN!

BUT IS *THAT* WHAT I REALLY WANT... *NOW?!?*

HUH...?

PETER!

CAN I COME IN? I THINK WE NEED TO TALK.

I THINK THE NEIGHBORS WILL FREAK OUT IF YOU *DON'T* COME IN.

I WASN'T EXACTLY THINKING WARM FUZZY THOUGHTS ABOUT YOU JUST NOW, SO PARDON ME IF I'M A BIT BRUSQUE, BUT...

...WHAT DO YOU WANT?

BEN... I...

LOOK, I CAME TO GIVE YOU BACK YOUR HERITAGE...

...THE NAME AND COSTUME OF SPIDER-MAN!!

IT IS REALLY YOURS, AFTER ALL.

PETER, THAT'S JUST...

...TOO EASY AN ANSWER. I DON'T KNOW WHAT THE ANSWER IS--

--BUT I DO KNOW THAT WE NEED TO TALK SOME MORE ABOUT THIS.

THERE HAS TO BE A SPIDER-MAN OUT THERE.

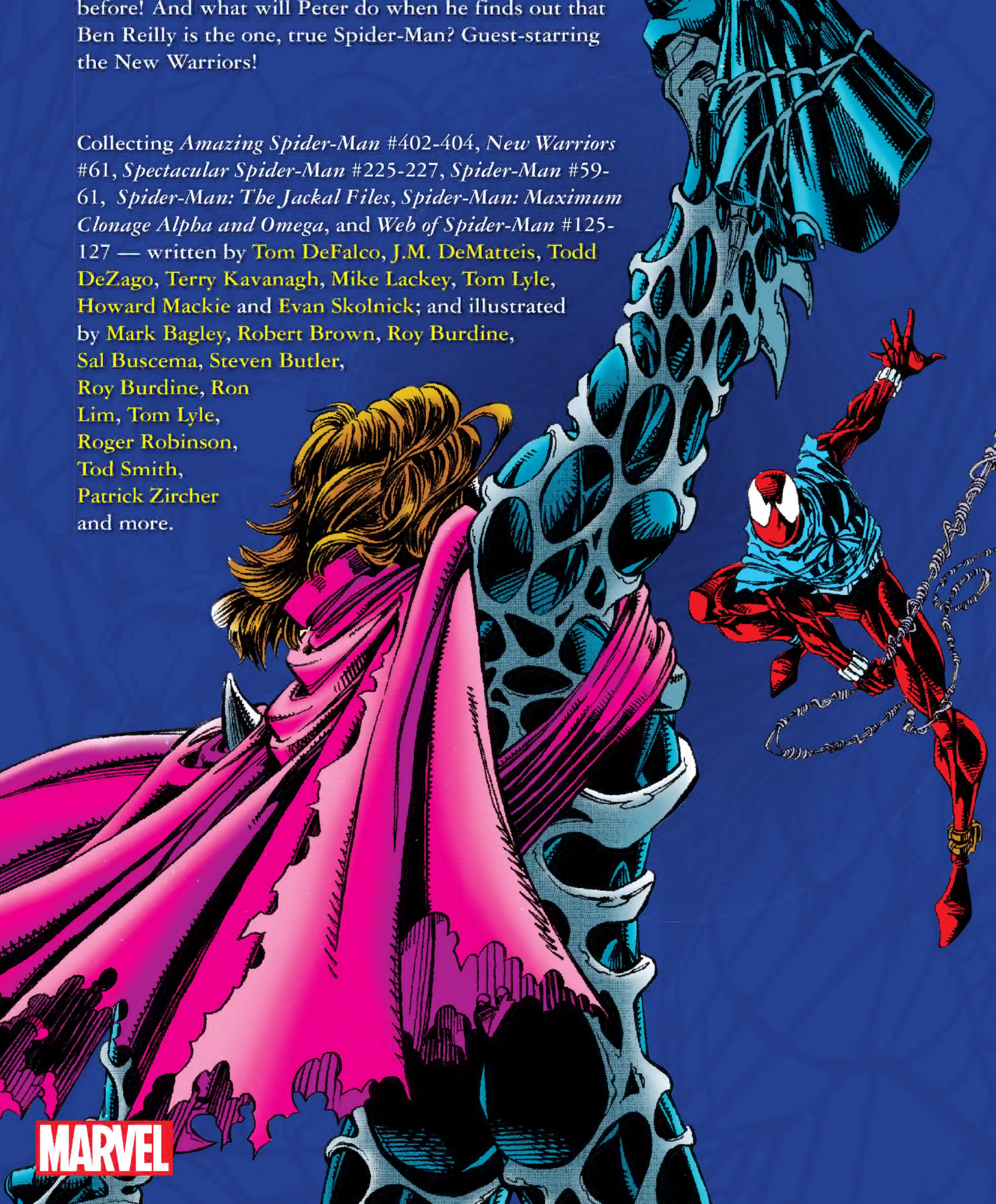
I'M JUST NOT SURE WHICH OF US IT SHOULD BE!

WHO WILL BE SPIDER-MAN?? FIND OUT WHO STAYS AND WHO GOES NEXT WEEK IN WEB #128...CHAPTER ONE OF EXILED!!!

IT CONTINUES HERE!

Peter Parker is put on trial for murder! A new Green Goblin debuts! The mass murderer Kaine is killed! The Jackal unleashes an entire army of Spider-Man clones, including the new and deadly Spidercide! The Gwen Stacy clone returns! Spider-Man is hunted by the Punisher! Judas Traveler and the Scrier pull Spider-Man's strings like never before! And what will Peter do when he finds out that Ben Reilly is the one, true Spider-Man? Guest-starring the New Warriors!

Collecting *Amazing Spider-Man* #402-404, *New Warriors* #61, *Spectacular Spider-Man* #225-227, *Spider-Man* #59-61, *Spider-Man: The Jackal Files*, *Spider-Man: Maximum Clonage Alpha and Omega*, and *Web of Spider-Man* #125-127 — written by Tom DeFalco, J.M. DeMatteis, Todd DeZago, Terry Kavanagh, Mike Lackey, Tom Lyle, Howard Mackie and Evan Skolnick; and illustrated by Mark Bagley, Robert Brown, Roy Burdine, Sal Buscema, Steven Butler, Roy Burdine, Ron Lim, Tom Lyle, Roger Robinson, Tod Smith, Patrick Zircher and more.



MARVEL

ZONE